

EXHIBIT 1
FILED UNDER SEAL

EXHIBIT 2

11/20/2015

Pond5 Mail - Pond5 - Follow-up



Tom Crary <tomcrary@pond5.com>

Pond5 - Follow-up

7 messages

Tom Crary <tomcrary@pond5.com>

Fri, Oct 16, 2015 at 2:59 PM

To: gordon@soundtracker.com

Gordon -

Thanks for your note that was just forwarded to me from our CS team. On behalf of Pond5, I do extend my sincere apologies and regrets for the situation at hand, but please know that we will do everything possible to come to amicable settlement. As a show of good faith, I'll respond to your questions as fully and transparently as possible:

1.) ckennedy342 username - you were the first one to tip us off that the user was potential using illegitimate content. Unfortunately our fraud prevention measures are not fool proof, especially on very short audio tracks such as the short "sound effects" that ckennedy stole from your content. Once alerted, we immediately blocked the user and removed all content. We've subsequently done an internal investigation (using IP addresses, cookie matches, and other means) and we believe with high confidence that your files were only associated with this one username ckennedy342 (happy to walk you through the steps we took separately). We ultimately traced the username ckennedy342 to an IP address in Pakistan but have not found any more details of the fraudulent user's true identity.

2.) How much of your content was downloaded - ckennedy was a user on our site for approximately 10 months and during that time, total net revenue (across all content types) associated with the fraudulent account was \$4,063. Your content (which is absolutely amazing by the way), was actually only a small portion of ckennedy's fraudulent "portfolio". Of the \$4,063 in downloads, it is hard to know exactly how much of your stolen content was downloaded vs. content that was potentially stolen from other artists. We performed a sampling exercise of all downloads of ckennedy's content and narrowed down based around "nature" themes, we believe that approximately 5-10% of the downloaded content associated with the ckennedy username could have been or likely was originally yours.

3.) Who downloaded the content - Again, it's very hard to know exactly at this point as we'll first need to verify which clips that were downloaded originate from your content. Based on our initial sampling, however, we estimate that your content was sold to +/- 30 customers as very short clips of 3 - 10 seconds in length at an average price of \$10-\$15 per download.

Next steps:

As I acknowledged in my call, we are deeply sorry this happened. Hopefully you know our reputation in the industry with both artists and our customers has been built by being 100% "artist friendly" so we take these matters very seriously. I also know that you spent money with your lawyers to file your claim and I'm sorry for that. The reason for the direct communication rather than having our lawyer talk to your lawyer is to avoid further cost escalation if at all possible on both sides.

Our offer:

Since we don't know exactly how much of ckennedy's revenue was earned off of your content, I'm happy offer you 100% of the revenue associated with ckennedy342 username, which as noted above was \$4,063. Additionally in the interest of fostering any remaining goodwill possible, I'll offer you an additional \$2,500, for a total cash settlement of \$6,563. The one condition attached to this offer is that we would need you to release any potential claims that you may have against our customers related to this breach. Effectively we would need you to allow the license associated with the downloaded content to remain valid in the market without challenge. Hopefully you understand that our reputation in the market among both buyers and sellers of media is our single largest asset and protecting this reputation to media makers such as yourself and our customers is the main reason we are able to offer 10X-15X the value of the revenue. While I'm sure this isn't ideal, hopefully you agree

11/20/2015

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we are putting our best foot forward to make the best of a bad situation.

Separately and unrelated to our offer above, our Music & Sound Effects team are great admirers of your work and would be honored to have your award winning content sold legitimately on Pond5. With proper marketing and at a fair price point, we believe this could lead to significant income stream. We could also offer you an "artist spotlight" or "artist of the month" marketing campaign, which we have found greatly increases sales potential in both the short and long term. We are happy to discuss other potential ideas we have as well.

Please let me know your thoughts? If your amenable to a settlement along the lines of what I offered, I can have our lawyer draft up a very brief letter agreement, which of course your lawyer can review.

I'm available anytime if you have questions or would like to discuss. My cell is [781-704-8341](tel:781-704-8341).

Best regards,
Tom

--

Tom Crary

VP of Finance

mobile: [781-704-8341](tel:781-704-8341)

skype: thomascrary

email: tomcrary@pond5.com



Gordon Hempton

Oct 13, 4:05 PM

Dear Tom:

Thank you for your call yesterday. I appreciate your acknowledgments and am receptive to early resolution if we can come to a mutual agreement.

At this point, I am most concerned regarding the status of my copyrighted files outside of my control. Can you give a complete accounting of which of my files were downloaded, who downloaded them, when they were downloaded, and any information you have about the download (IP addresses, identities, email addresses, physical addresses, etc.)? Essentially, I want to know everything you have in your system regarding the downloaded files.

I also would like to know everything you know about any user that uploaded my work. Who is ckennedy342 and where does he/she/it live? Are there other users that have uploaded my work onto the Pond5 system?

Yours truly

11/20/2015

Pond5 Mail - Pond5 - Follow-up

Gordon Hempton

Gordon Hempton

Quiet Planet (<https://quietplanet.com/?pc=onesquareinch>) LLC/ The Sound Tracker
(<http://www.soundtracker.com/>)®

cell: [360-477-9588](tel:360-477-9588)

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Mon, Oct 19, 2015 at 3:33 PM

Dear Tom:

Thank you for your email and kind words about my work. It is helpful to hear your perspective.

I would still like to get more information about how many of my files ckennedy342 uploaded onto your system and where those files may have been distributed. Can you please provide me a spreadsheet with all of the ckennedy342 uploads and subsequent sales or downloads? If I have a copy of the full list, I may be able to learn more about which of the files were mine. It appears that ckennedy342 did not change my file names, so I may be able to review the spreadsheet and determine the scope of the infringement. It will also be important to me to know who downloaded the files. Once those files are out on the Internet, I cannot control them.

Additionally, I accept your offer to walk me through how you came to the conclusion that ckennedy342 is the only user that uploaded my content.

At this point, I want to know more about the scope of the unauthorized use of my files and where they may be. I appreciate and share your desire for an early resolution and hope to have that conversation in the near future. It may be beneficial to have a neutral party mediate the claim or we may be able to come to resolution without the assistance of a third party.

Yours,

Gordon

Gordon Hempton

[Quiet Planet](#) LLC/ The [Sound Tracker](#)®

cell: [360-477-9588](tel:360-477-9588)

From: Tom Crary [<mailto:tomcrary@pond5.com>]
Sent: Friday, October 16, 2015 12:00 PM
To: gordon@soundtracker.com
Subject: Pond5 - Follow-up

[Quoted text hidden]

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Mon, Oct 26, 2015 at 5:28 PM

11/20/2015

Pond5 Mail - Pond5 - Follow-up

Hi Gordon -

Sorry for the delay in following up. We've completed a pretty thorough scrub of the ckennedy's file library and I think I have the answers to your questions. I'll be happy to pass along the full list to you of the tracks which we believe are linked to your work and you can review for completeness. Unfortunately he had over 10,000 tracks online so it took quite a bit of time to review. Do you have time for a brief call this week to discuss next steps?

Best,
Tom

[Quoted text hidden]

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Tue, Oct 27, 2015 at 2:46 PM

Dear Tom,

Your delay is understandable.

The best time for a call would be this Friday while I am relaxing at my country place after a busy week. Does 1PM (Eastern) work for you? If not, suggest a time later that day or early next week.

Meanwhile, if you would please send an Excel spreadsheet showing ckennedy's activity in time for our call then that would make it just that much more meaningful.

Yours truly,

Gordon

Gordon Hempton

Quiet Planet LLC/ The Sound Tracker®

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Monday, October 26, 2015 2:28 PM
To: Gordon Hempton
Subject: Re: Pond5 - Follow-up

[Quoted text hidden]

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Tue, Oct 27, 2015 at 4:19 PM

11/20/2015

Pond5 Mail - Pond5 - Follow-up

Thanks Gordon. That sounds great, I'll send you an invite for a call on Friday at 1pm (ET) / 10am (PT). Again, I hope you know that I'm 100% committed to full transparency on the sales transaction data but if it's okay with you, let's have a quick discussion on Friday first so we are fully aligned on where we are headed. Please accept my apology for not sending in advance but I was officially "served" with your lawsuit today and we have only 3 weeks to organize a response if we're not able to settle this amicably. Again not trying to be evasive, I'm happy to fully disclose the sales details and sign an affidavit validating it's authenticity, but of course, I can only make such accommodations if we're able to settle this outside of the legal process. Otherwise of course, we'll need to save our financial resources towards responding to the lawsuit (then, sadly only the lawyers will win).

Best,
Tom

[Quoted text hidden]

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Wed, Oct 28, 2015 at 12:48 PM

Friday, 1PM, confirmed.—G

Gordon Hempton

[Quiet Planet LLC](#) / [The Sound Tracker®](#)

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Tuesday, October 27, 2015 1:20 PM

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[Quoted text hidden]

11/20/2015

Pond5 Mail - Pond5 - Item Sales Data



Tom Crary <tomcrary@pond5.com>

Pond5 - Item Sales Data

10 messages

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Mon, Nov 2, 2015 at 9:42 AM

Gordon -

It was very nice to talk to you on Friday. As promised, I'm attaching the full sales details for username ckennedy342. I've prepared a quick summary on tab 1 and then you'll see the full details of just the items sold on tab 2 and then full details including even unsold items on tab 3 (I assume tab 2 will be your focus). I suspect not all of the 190 yellow highlighted "nature" themed tracks identified on tab 2 are actually sourced from your work, but for this purpose we assumed that anything "nature" related is yours. These 190 tracks were sold a total of 298 times (1.6X per item) for total P5 revenue share of \$1,063.

I've also passed along (tab 4) all of the info we've gathered on username ckennedy342's including possible aliases such as Hassan Khan of Karachi, Pakistan (linked via IP address and Cookie ID). Based on the evidence here, I would say there is a reasonable that Hassan Khan may indeed be the culprit but of course you should keep in mind that fraudsters often point to legitimate artists by name in the hope of making their fraudulent work look more legitimate. Of course, we will fully support you should you choose to pursue further action against the fraudster.

Once you've had a chance to review, please let me know your thoughts on how we can proceed forward. While we are committed to compensating you fairly for your damages and troubles, I also look forward to introducing you to our Audio Development team which can hopefully offer you much more long term upside. Should we plan a quick follow-up call for this week? Please call my cell at any time (781-704-8341).

Best,
Tom

--

Tom Crary

VP of Finance

mobile: 781-704-8341**skype:** thomascrary**email:** tomcrary@pond5.com

Gordon Hempstead Tracks.xlsx
4347K

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Mon, Nov 2, 2015 at 10:54 AM

11/20/2015

Pond5 Mail - Pond5 - Item Sales Data

Hi Tom,

Thank you for sending this well organized spreadsheet promptly. Saying 10k files is sure easier than looking at them! I will keep you posted as I proceed, my current estimate is that it will take two full days, meaning that we can talk on Wednesday at the earliest or Thursday at the latest.

Looking forward to a quick and fair resolution.

Best,

Gordon

Gordon Hempton

[Quiet Planet](#) LLC/ The [Sound Tracker](#)®

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Monday, November 02, 2015 6:43 AM
To: Gordon Hempton
Subject: Pond5 - Item Sales Data

[Quoted text hidden]

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Mon, Nov 2, 2015 at 11:59 AM

No problem Gordon. Again, really sorry this will cost you two days of your time. Just send me a note once you are mission complete and we can quickly jump on a call to debrief. I'll make myself available whenever it is convenient.

Best,
Tom

[Quoted text hidden]

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Tue, Nov 3, 2015 at 11:35 AM

Dear Tom,

Making progress. It is hard to put off other work, so I am experiencing interruptions resulting in delays. I

11/20/2015

Pond5 Mail - Pond5 - Item Sales Data

now expect to be finished sometime on Wednesday. Meanwhile, will you please send me a copy of the license agreement a buyer must accept before purchasing a sound? I want to know what rights I am granting and what limitations are in place, if I sign a settlement agreement.

Best,

Gordon

Gordon Hempton

[Quiet Planet LLC](#)/ The [Sound Tracker®](#)

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Monday, November 02, 2015 8:59 AM
To: Gordon Hempton
Subject: Re: Pond5 - Item Sales Data

[Quoted text hidden]

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Tue, Nov 3, 2015 at 12:17 PM

Sure Gordon. Here is the link to the license agreement.

<http://www.pond5.com/legal/license>

For context, the "Royalty Free" model, which has been made very popular through sites including Getty/iStock and Shutterstock over the last several years, grants pretty broad usage limits vs. the traditional "Rights Managed" license. You'll note that our license agreement very much follows suit in this respect. It's our belief that simple "Royalty Free" licensing has become a huge growth driver in expanding the universe of potential buyers. Would love to spend more time at some point introducing you to the long term potential we believe the RF licensing model affords to artists in monetizing their content over its lifetime.

Best,
Tom

[Quoted text hidden]

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Wed, Nov 4, 2015 at 12:05 PM

Dear Tom,

Thank you for the license. Interruptions continue at work but I expect to finish my review by the end of today then review Pond5's license tomorrow morning. Would you like to speak on the phone tomorrow after 1PM (Pacific)? Also anytime Friday works equally as well.

11/20/2015

Pond5 Mail - Pond5 - Item Sales Data

Best,

Gordon

Gordon Hempton

Quiet Planet LLC/ The Sound Tracker®

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Tuesday, November 03, 2015 9:18 AM

[Quoted text hidden]

[Quoted text hidden]

Tom Crary <tomcrary@pond5.com>
To: Gordon Hempton <gordon@soundtracker.com>

Wed, Nov 4, 2015 at 12:44 PM

Gordon - Thanks for the update. Unfortunately I'm tied up in a meeting tomorrow 1pm (PT) tomorrow. Would tomorrow at 9am (PT), or Friday at 9am or 11am (PT) work?

Best,
Tom

[Quoted text hidden]

Gordon Hempton <gordon@soundtracker.com>
To: Tom Crary <tomcrary@pond5.com>

Wed, Nov 4, 2015 at 12:56 PM

Friday, 9AM Pacific, noon Eastern is good. Speak then.—Gordon

Gordon Hempton

Quiet Planet LLC/ The Sound Tracker®

cell: 360-477-9588

From: Tom Crary [mailto:tomcrary@pond5.com]
Sent: Wednesday, November 04, 2015 9:44 AM

[Quoted text hidden]

[Quoted text hidden]

11/20/2015

Pond5 Mail - Pond5 - Item Sales Data

Tom Crary <tomcrary@pond5.com>

Wed, Nov 4, 2015 at 1:04 PM

To: Gordon Hempton <gordon@soundtracker.com>

Great. Confirmed. You can reach me on the same number [781-704-8341](tel:781-704-8341)

[Quoted text hidden]

EXHIBIT 3

NICOLL BLACK & FEIG PLLC

Attorneys
 1325 4th Ave, Ste 1650
 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
 EIN: 20-1610786
 www.nicollblack.com

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January 13, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117006

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 12/31/2015

			Hours
11/20/2015	JH	Review/analyze docket for activity/default, pull summons and affidavit of process service, and calculate answer due date based on same for purpose of determining answer deadline.	0.30
	JH	Review complaint for purposes of preparing notice of appearance.	0.10
	JH	Determine whether we appearing for both "Pond5" defendants or whether we are appearing only for "Pond 5, Inc."	0.20
	JH	Draft notice of appearance on behalf of Pond 5, Inc. and finalize same for filing with Court.	0.20
	JH	Attend to e-filing notice of appearance and e-service on plaintiff's counsel.	0.20
	JH	Review/analyze Pond5 communications (56) on Google shared drive and select documents for attorney review for development of factual information and answer to complaint.	2.20
	CHF	E-mails regarding new assignment and contact with client/assured and opposing	0.70
	LEA	Edit and revise Notice of Appearance.	0.20
	LEA	Review and analyze additional documents sent by D. Rosen.	1.30
	LEA	Communicate with opposing counsel regarding Notice of Appearance and Answer.	0.40
	LEA	Review initial claim documents including Complaint and exhibits, notice of loss, various correspondence and policy.	1.80
	LEA	Lengthy telephone conference with D. Rosen (outside counsel for insured) regarding case background, possible strategy, settlement prospects and defenses.	0.80
	LEA	Communicate with C. Feig regarding case background.	0.50
	LEA	Communicate with broker for insured regarding assignment.	0.20
	LEA	Communicate with staff regarding pleadings and due date of	

Hishaw & Culbertson LLP

January 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117006

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		Answer.	0.20
	LEA	Review case pleadings.	0.50
11/23/2015	LEA	Confer with C. Feig regarding case strategy and consent to magistrate.	0.30
11/24/2015	JH	Review/analyze Consent to/Declination of Magistrate Judge and instructions from Court regarding same in preparation for complying with deadline to complete.	0.20
	JH	Complete Declination of Magistrate Judge.	0.10
	JH	Forward Declination of Magistrate Judge to Court Clerk via e-mail, since the Declination is not to be e-filed.	0.10
	CHF	E-mails regarding service issues and deadlines for answer and response regarding magistrate judge	0.40
	LEA	Communicate with J. Hendricks regarding draft answer and consent to magistrate.	0.20
	LEA	Communicate with C. Feig regarding e-service.	0.10
	LEA	Communicate with opposing counsel regarding e-service and Rule 26 conference.	0.20
	LEA	Review declination of magistrate form.	0.30
11/25/2015	JH	Begin review of plaintiff's complaint in preparation for drafting answer.	1.10
	JH	Review Delaware Secretary of State's website to answer allegations in complaint regarding domicile.	0.20
	JH	Begin draft of answer to complaint, including adding prayer for relief, affirmative defenses, and responding to 9 allegations of the complaint.	1.40
	JH	Review/analyze 44 additional allegations of plaintiff's complaint in preparation for answering same.	0.80
	JH	Continue to draft answer, responding to an additional 44 allegations of plaintiff's complaint.	0.80
	LEA	Review and analyze memo from local counsel regarding possible defenses.	0.90
	LEA	Legal research regarding DMCA defenses.	1.90
11/30/2015	JH	Review/analyze 72 additional allegations of complaint and relevant correspondence from Pond5 pertaining to allegations in complaint in preparation for continuing draft of answer.	1.40
	JH	Complete draft of answer to complaint, responding to 44 paragraphs of the complaint and referring the remainder to L. Altenbrun for completion.	1.50
12/01/2015	CHF	E-mails from/to Ashley Burdon regarding status of answer/affirmative defenses	0.30
	LEA	Draft and revise answer to complaint; Communicate with D. Rosen regarding case status.	1.50
12/02/2015	JH	Access Hempton shared Google folder, review same, select and	

Hishaw & Culbertson LLP

January 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117006

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	retrieve "screen grabs" requested by L. Altenbrun for use in preparation of answer.	0.30
CHF	E-mails from/to E. Kowalewsky regarding status of answer and development of factual information regarding liability	0.30
CHF	Draft/revise Answer and Affirmative Defenses	0.80
CHF	E-mails from/to David Rosen regarding facts alleged in complaint and responses	0.40
LEA	Draft, edit and revise answer to complaint and affirmative defenses.	1.70
LEA	Detailed review of all documents sent by clients regarding case background.	1.80
LEA	Analyze possible personal jurisdiction defense.	0.50
LEA	Legal research possible affirmative defenses to assert in answer.	0.90
LEA	Communicate with local counsel D. Rosen regarding answer to complaint.	0.30
LEA	Communicate with C. Feig regarding answer and affirmative defenses.	0.20
12/03/2015	SLT Research case law and statutes regarding the safe harbors to the DMCA and how to properly allege a safe harbor defense in an answer.	2.60
	SLT Draft a memo to L. Altenbrun and C. Feig regarding the applicability of the DMCA safe harbor provisions and how to allege a safe harbor defense in an answer.	2.20
	CHF Revise Answer and Affirmative defenses for finalizing	0.50
	CHF Review "screengrabs" relating to representations made on website regarding selection of audio and video files	0.60
	CHF Review research re: DMCA "safe harbor" issues related to answering complaint and asserting affirmative defenses	0.60
	LEA Edit and revise answer to complaint and affirmative defenses.	1.40
	LEA Confer with S. Trivett regarding case background and possible safe harbor defenses under Digital Millenium Copyright Act.	0.60
	LEA Analyze possible safe harbors under Digital Millenium Copyright Act.	0.80
	LEA Telephone conference and emails with D. Rosen regarding detailed review of answer to complaint and discussion of overall case strategy.	1.30
	LEA Communicate with J. Hendricks regarding Pond5 website contents and answer to complaint.	0.60
	LEA Communicate with C. Feig regarding answer and affirmative defenses.	0.90
12/04/2015	SLT Review Pond5's draft answer to determine whether the affirmative defenses require additional specificity.	0.40
	LEA Edit and revise answer and affirmative defenses; Communicate with C. Feig regarding answer and affirmative defenses.	0.70
12/07/2015	LEA Communicate with opposing counsel regarding joint status conference and overall case status.	0.30

Hishaw & Culbertson LLP

January 13, 2016

Our File Number: 1319-0001M

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Pond5 Copyright Litigation / Gordon Hempton

			Hours
12/09/2015	CHF	Preparation of of outline for LR 26(f) conference in advance of Joint Status Report and Discovery plan/calculate pre-trial deadlines based on expected scope of discovery, etc.	1.60
	LEA	Communicate with C. Feig regarding case schedule.	0.20
12/10/2015	CHF	Telephone conference with opposing counsel regarding Joint Status Report and Discovery Plan	1.40
	LEA	Communicate with C. Feig regarding Initial Disclosures; Brief review of plaintiff's first discovery requests.	0.60
12/11/2015	JH	Review/analyze complaint, discovery propounded by plaintiff, and discovery propounded by defendants in previous copyright actions in preparation for preparing drafting interrogatories and requests for production as requested by L. Altenbrun.	1.10
	JH	Draft first set of interrogatories and requests for production to plaintiff as requested by L. Altenbrun, including drafting case-specific definitions, 20 interrogatories and 38 requests for production based on allegations in complaint.	4.10
	CHF	E-mails regarding possible conference call with insured's personal counsel	0.20
	CHF	E-mail to client regarding filed answer	0.10
	CHF	Review Written Discovery Served 12/10/15	0.70
	LEA	Communicate with JH regarding discovery requests.	0.20
12/14/2015	CHF	Review research regarding defense of DMCA "safe harbor" in preparation for telephone conference with insured's personal counsel	0.80
	CHF	Telephone conference with David Rosen (insured's personal counsel) regarding drafting Motion for Summary Judgment regarding DMCA "safe harbor" defense	0.50
12/16/2015	JH	Review/analyze correspondence (35 items) from Pond5's file to ascertain and collect contact information and type of knowledge for all person who may have knowledge of the claims that gave rise to the lawsuit, in preparation for drafting initial disclosures.	1.20
	JH	Draft initial disclosures.	1.30
	CHF	Revise draft initial disclosures and review documents regarding initial contact regarding claim	0.80
12/17/2015	LEA	Review and analyze draft initial disclosures; Communicate with C. Feig regarding initial disclosures and witnesses.	0.60
12/18/2015	CHF	E-mail from opposing regarding trial date issues	0.10
12/21/2015	JH	Review/analyze additional policy documents and prepare same for serving with initial disclosures (which involved re-scanning the documents because they were not writable, so Bates numbers could not be applied).	0.80

Hishaw & Culbertson LLP

January 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117006

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
	LEA	Communicate with C. Feig regarding trial date, case schedule, and case status; Communicate with D. Rosen regarding initial disclosures; Edit and revise initial disclosures.	1.00	
12/22/2015	JH	Review/analyze e-mail correspondence and additional documents from D. Rosen in preparation for possible production with initial disclosures.	0.20	
	JH	Final review and edit of initial disclosures and ensure correct reference to all documents being produced.	0.60	
	JH	Attend to service of initial disclosures and documents being produced with same.	0.20	
	JH	Draft/update production log with today's document production for future use in litigation.	0.30	
	CHF	Preparation of Initial Disclosures for service 12/22	0.80	
	CHF	E-mail to opposing regarding trial date in proposed Joint Status Report	0.10	
	LEA	Edit and revise initial disclosures; Communicate with D. Rosen regarding terms of use, license agreement, and contributor agreement; Review and analyze documents sent by D. Rosen regarding initial disclosures; Review plaintiff's initial disclosures; Confer with C. Feig regarding initial disclosures.	1.60	
12/23/2015	CHF	Review draft JSR prepared by plaintiff	0.40	
	LEA	Review draft Joint Status Report.	0.20	
12/24/2015	CHF	Analyze Proposed Joint Status Report to evaluate response	0.40	
	LEA	Edit and revise plaintiff's proposed joint status report; Communicate with C. Feig regarding trial date and statement of the case.	0.60	
12/28/2015	CHF	E-mails regarding revisions to JSR	0.40	
	LEA	Communicate with C. Feig regarding joint status report; Communicate with opposing counsel regarding changes to joint status report.	0.30	
		For Current Services Rendered	67.60	14,490.00

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	28.60	\$265.00	\$7,579.00
Curt H. Feig	12.90	265.00	3,418.50
Jeanette Hendricks	3.20	75.00	240.00
Jeanette Hendricks	17.70	125.00	2,212.50
Shannon L. Trivett	5.20	200.00	1,040.00

Total Current Work

14,490.00

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Hishaw & Culbertson LLP

January 13, 2016

Our File Number: 1319-0001M

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Pond5 Copyright Litigation / Gordon Hempton

Balance Due

\$14,490.00

NICOLL BLACK & FEIG PLLC

Attorneys
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February 16, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117109

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 01/31/2016

			Hours
01/05/2016	CHF	E-mails with David Rosen regarding written discovery	0.40
	LEA	Communicate with C. Feig regarding discovery; Communicate with opposing counsel regarding discovery; Review and analyze plaintiff's discovery requests; Communicate with D. Rosen regarding discovery.	1.90
01/06/2016	CHF	Draft/Revise responses to plaintiff's first discovery requests	1.20
	CHF	E-mails from/to David Rosen regarding discovery responses issues	0.40
	SLT	Draft a response to interrogatory No. 5 regarding the applicability of the DMCA safe harbor provisions.	1.00
	LEA	Communicate with C. Feig (several meetings and emails) regarding discovery responses; Communicate with Pond5 and local counsel regarding responses and answers to discovery; Communicate with S. Trivett regarding safe harbor affirmative defense and discovery responses; Communicate with staff regarding discovery responses.	3.30
	LEA	Draft, edit and revise answers, responses, and objections to plaintiff's lengthy first set of written discovery.	5.40
01/07/2016	LEA	Communicate with Pond5 regarding discovery responses, information required, documents required, and objections; Communicate with C. Feig regarding discovery responses and objections; Lengthy telephone conference with local counsel for Pond5 regarding detailed review of discovery responses; Edit and revise objections, answers and responses to discovery.	5.10

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			Hours
01/11/2016	LEA	Communicate with S. Trivett regarding motion for summary judgment.	0.30
01/12/2016	LEA	Review and analyze Pond5's website statements allegedly asserting control over content for purposes of DMCA defense; Communicate with S. Trivett regarding Motion for Summary Judgment and DMCA defense; Compile documents and information for S. Trivett to consider in drafting motion.	2.50
01/13/2016	SLT	Begin drafting Pond5's motion for summary judgment, specifically the facts section and outlining the arguments section with supporting case law.	5.50
01/14/2016	CHF	Review 30(b)(6) deposition notice to Pond5	0.30
	LEA	Communicate with C. Feig regarding status of discovery; Review FRCP 30(b)(6) deposition notice.	0.50
01/15/2016	LEA	Review and analyze plaintiff's FRCP 30(b)(6) deposition notice; Communicate with D. Rosen regarding deposition notice; Communicate with Pond5 regarding discovery documents; Communicate with C. Feig regarding discovery.	1.90
01/16/2016	SLT	Continue drafting Pond5's motion for summary judgment, specifically finishing the facts discussion and continuing discussion of the threshold requirements for the DMCA.	4.30
01/18/2016	SLT	Continue drafting Pond5's summary judgment motion, specifically, finishing discussion of the threshold requirements of the DMCA and continuing discussion of the "right and ability to control" requirement.	4.50
01/19/2016	SLT	Continue drafting Pond5's motion for summary judgment, specifically finishing discussion of the "right and ability to control" requirement of the DMCA and continuing discussion of knowledge and financial benefit requirements.	4.90
	LEA	Draft, edit and revise discovery answers and objections.	3.50
	LEA	Communicate with S. Trivett regarding Motion for Summary Judgment; Communicate with J. Hendricks regarding discovery.	0.50
	LEA	Review and analyze various documents sent by T. Cray as potentially responsive to discovery requests.	1.20
01/20/2016	JH	Obtain access to and review/analyze documents forwarded from T. Cray for possible disclosure.	1.20
	JH	Review/analyze documents provided by L. Altenbrun, compare and contrast to documents on Google drive page per page for completeness/accuracy, and provide scan of same to L. Altenbrun for purposes of discussion with client to facilitate document production on 1/21.	1.10
	SLT	Finish drafting Pond5's motion for summary judgment, including	

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		Hours
	revising and inserting citations to declarations where necessary and drafting the conclusion.	2.10
LEA	Review and analyze hundreds of pages of documents (insurance correspondence, documents pertaining to user ckenedy and aliases, financial records, notices of claim, takedown notices, and others) to determine whether documents must be disclosed in discovery and to identify potentially privileged documents.	3.40
LEA	Draft and revise detailed follow-up questions to clients regarding potentially responsive documents.	1.50
LEA	Draft, edit, and revise discovery answers, responses, and objections.	1.90
LEA	Communicate with C. Feig and J. Hendricks regarding discovery responses; Communicate with S. Trivett regarding Motion for Summary Judgment.	1.30
01/21/2016	JH Review/analyze documents forwarded by L. Altenbrun related to document production in multiple e-mails for purposes of determining which documents are responsive to each request for production to insert Bates ranges into discovery responses.	1.30
JH	Prepare documents for production, including removing selected pages from documents that are not subject to production, identifying documents to be recorded on privilege log, redacting portions of and removing privileged documents from documents to be produced.	2.10
JH	Review/analyze responsive privilege documents for purposes of drafting privilege log.	0.60
JH	Draft privilege log detailing e-mail by e-mail description of all privileged documents to accompany document production.	1.10
JH	Revise discovery responses to conform to firm practice standards and insert Bates ranges of documents specific to various discovery requests once the documents had been Bates numbered.	0.80
JH	Attend to service of Pond5's responses to plaintiff's first discovery requests and privilege log with accompanying e-mail to all opposing counsel stating that the documents being produced will be sent by ShareFile link today.	0.30
JH	Upload production of documents corresponding to Pond5's discovery responses to ShareFile and send link via ShareFile to all opposing counsel.	0.40
CHF	Draft/revise responses to written discovery for service 1/21	1.80
CHF	Review/ analyze documents for application of attorney-client privilege/work product protection	0.70
LEA	Communicate with T. Crary, including numerous emails, regarding explanation of, questions about, and strategy for responding to plaintiff's discovery.	1.30
LEA	Communicate with D. Rosen, including numerous emails and lengthy telephone conference, regarding responses and answers to discovery.	0.90
LEA	Edit and revise answers, responses, and objections to plaintiff's first set of written discovery.	1.90

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			Hours		
	LEA	Communicate with J. Hendricks regarding privilege log, document disclosures, and changes to discovery responses.	1.40		
	LEA	Final review of all documents to be disclosed in discovery.	1.30		
	LEA	Communicate with C. Feig regarding discovery responses.	0.40		
01/22/2016	JH	Review e-mail correspondence from opposing counsel regarding non-receipt of document production.	0.10		
	JH	Trouble shoot non-receipt of document production by some counsel by reviewing ShareFile activity and re-sending document production invitation to download from ShareFile to all counsel.	0.60		
	LEA	Confer with C. Feig regarding FRCP 30(b)(6) depositions; Communicate with opposing counsel regarding discovery responses and documents; Communicate with staff regarding discovery documents.	1.50		
01/26/2016	JH	Download recent document production by Pond5 to server, along with copies of documents removed by L. Altenbrun for privilege issues to detail steps in compilation of production and for future use/reference in litigation.	0.80		
	JH	Update production log with 1/21/16 Pond5 production for future use in litigation.	0.10		
01/29/2016	LEA	Review and analyze Motion for Summary Judgment; Confer with S. Trivett regarding additional research and changes to analysis in Motion for Summary Judgment.	2.40		
		For Current Services Rendered	82.90		19,049.00

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	45.30	\$265.00	\$12,004.50
Curt H. Feig	4.80	265.00	1,272.00
Jeanette Hendricks	10.50	125.00	1,312.50
Shannon L. Trivett	22.30	200.00	4,460.00

Total Current Work	19,049.00
Previous Balance	\$14,490.00
Balance Due	<u>\$33,539.00</u>

Federal Tax ID: 20-1610786

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March 10, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117260

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 02/29/2016

			Hours
02/01/2016	SLT	Revise Pond5's motion for summary judgment, specifically incorporating revisions from L. Altenbrun.	1.60
	LEA	Edit and revise Motion for Summary Judgment; Communicate with S. Trivett regarding financial benefit and control elements under safe harbor of DMCA; Communicate with C. Feig regarding Motion for Summary Judgment.	1.90
02/02/2016	SLT	Conduct additional legal research regarding the "control and financial benefit" factor of the DMCA safe harbor in order to further revise Pond5's summary judgment motion.	0.40
02/04/2016	SLT	Conduct additional legal research regarding the legislative intent of the DMCA safe harbor provisions and the control and benefit requirements.	1.40
	SLT	Revise Pond5's motion for summary judgment, specifically expanding the discussion and analysis of the control and benefit requirements of the DMCA safe harbor provision.	3.90
	CHF	Review order setting trial date and pre-trial deadlines	0.10
	LEA	Review court order regarding case schedule; Continue to draft and revise Motion for Summary Judgment.	1.40
02/05/2016	SLT	Finish revising the newest draft of Pond5's motion for summary judgment.	0.90
	LEA	Meet with S. Trivett regarding changes to Motion for Summary Judgment; Communicate with D. Rosen regarding status of Motion for Summary Judgment and discovery.	0.90

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			Hours
02/08/2016	SLT	Research case law regarding application of the DMCA to approximately fifteen other stock media companies and Pond5 competitors.	2.50
	SLT	Research case law regarding the interaction between the DMCA and the CDA and the applicability of the CDA safe harbor to intellectual property disputes.	1.00
	LEA	Analyze whether Pond5 can seek attorneys fees if successful on DMCA defense and, if so, whether steps can be taken to increase likelihood of success.	1.70
	LEA	Review and analyze case law pertaining to proper location of FRCP 30(b)(6) deposition of defendant corporation.	1.20
	LEA	Review correspondence from opposing counsel regarding FRCP 30(b)(6) deposition; Communicate with C. Feig regarding 30(b)(6) deposition and case strategy; Lengthy telephone conference with D. Rosen regarding Motion for Summary Judgment, deposition, and overall case strategy; Meet with S. Trivett regarding analysis of potential copyright cases against competitors; Brief review of possible jurisdictional issues.	2.10
	LEA	Review memorandum from S. Trivett regarding CDA cases and competitor lawsuits.	0.30
02/09/2016	JH	Research - run Accurint report for background information on G. Hempton, at request of L. Altenbrun.	0.20
	JH	Review/analyze report on G. Hempton for information involving any civil suits/other copyright lawsuits filed by G. Hempton.	0.20
	JH	Run searches through PACER to search for any civil suits filed by G. Hempton that may show up any any Circuit.	0.30
	JH	Review/analyze results of PACER searches and review dockets of "hits" looking for any copyright cases that may have been filed by G. Hempton.	0.30
	JH	Run search in all Washington courts for lawsuits involving Gordon Hempton.	0.10
	JH	Review/analyze results of "hits" in Washington courts of cases involving G. Hempton.	0.10
	LEA	Communicate with C. Feig regarding case status and division of tasks; Communicate with staff regarding background research of plaintiff; Review background check; Communicate with D. Rosen regarding case status.	1.60
02/10/2016	JH	Select .wav files produced by plaintiff and assign for upload to ShareFile for D. Rosen and T. Cray and monitor upload.	0.40
	LEA	Review sample of audio files sent by plaintiff; Communicate with J. Hendricks regarding access to audio files; Review correspondence from clients responsive to RFP #4; Communicate with staff regarding discovery documents; Review correspondence regarding insurance sent from Pond5.	2.90
02/11/2016	JH	Continue/complete selection of .wav files produced by plaintiff, assign for upload to ShareFile for D. Rosen and T. Cray. monitor	

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			Hours
		upload and send ShareFile invitation.	0.40
	LEA	Begin drafting detailed status update to clients; Communicate with C. Feig regarding status of motion, discovery supplement, and status update; Communicate with J. Hendricks regarding status of audio file upload; Draft detailed email to Pond5 regarding information needed for supplementation of discovery; Draft and revise supplemental discovery responses.	4.40
02/12/2016	JH	Review/analyze e-mail communications responsive to RFP 4 forwarded by L. Altenbrun between D. Rosen, M. Pace, others at Pond5, and N. Power and identify portions that are privileged and portions that are to be produced for purposes of drafting privilege log detailing privileged portions.	1.80
	JH	Draft privilege log (5 pages) detailing privileged portions of D. Rosen/Pond5/N. Power e-mails responsive to RFP 4, as requested by L. Altenbrun for service with supplemental discovery responses.	1.80
	JH	Remove privileged pages from and redact portions of privileged text from e-mails responsive to RFP 4 in preparation for production, at request of L. Altenbrun.	0.50
	JH	Update production log with details of documents prepared today for production for future use in litigation.	0.20
	SLT	Research case law interpreting and applying the holding in a potentially damaging case involving a Pond5 competitor to facilitate further revisions to Pond5's summary judgment motion.	0.80
	CHF	Draft/revise Status Report to client with analysis of discovery issues	0.80
	LEA	Draft and revise detailed status updates to Pond5 and Underwriters.	3.30
	LEA	Review and analyze whether Pond5 qualifies as a "service provider" under the DMCA in light of contradictory case law on the issue.	1.40
	LEA	Communicate with S. Trivett regarding service provider issue.	0.30
	LEA	Communicate with C. Feig and J. Hendricks regarding status updates and privilege log.	0.30
02/16/2016	CHF	E-mail to opposing regarding dates for 30(b)(6) deposition of Pond5	0.10
	LEA	Review correspondence from opposing counsel regarding FRCP 30(b)(6) deposition; Review communication from D. Rosen regarding discovery supplement.	0.80
02/18/2016	CHF	E-mail to Ashley Burdon regarding request for budget and invoices	0.10
	LEA	Communicate with C. Feig regarding discovery issues.	0.20
02/19/2016	CHF	Draft/revise communication with opposing regarding location and scope of 30(b)(6) deposition	0.70
	CHF	E-mails from/to opposing regarding response to e-mail regarding scope and location of 30(b)(6) deposition and request for meet and confer	0.30

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			Hours
	LEA	Draft email to opposing counsel regarding FRCP 30(b)(6) deposition; Confer with C. Feig regarding strategy for 30(b)(6) deposition; Communicate with opposing counsel regarding FRCP 37 conference.	1.60
02/22/2016	JH	Re-send ShareFile permissions to D. Rosen and T. Crary in format to allow them to individually view .wav files instead of waiting for download of 25 GB folder of .wav files.	0.30
	CHF	Analyze issues regarding supplementation of discovery responses and deposition issues	1.40
	SLT	Research all filings involving Pond5's competitors and the term "copyright" per the client's general counsel's request.	0.40
	LEA	Lengthy telephone conference with D. Rosen regarding case strategy, Motion for Summary Judgment, and FRCP 30(b)(6) deposition.	1.60
	LEA	Confer with C. Feig regarding strategy for review of audio files and FRCP 30(b)(6) deposition; Confer with J. Hendricks regarding review of audio files; Meet with S. Trivett regarding follow-up research of competitors.	1.50
	LEA	Draft status update to Pond5 regarding discovery and Motion for Summary Judgment.	0.90
	LEA	Analyze select audio files provided by plaintiff and compare with names identified in complaint.	0.50
	LEA	Review jurisdictional decision in Fotolio litigation.	0.50
02/23/2016	CHF	Analyze scope of potential agreement on limitation of discovery and depositions	0.30
	LEA	Continue to draft and revise Motion for Summary Judgment.	1.40
	LEA	Review FRCP 30(b)(6) deposition topics and discuss possible objections with C. Feig.	0.50
	LEA	Prepare for and attend telephone conference with plaintiff's counsel regarding FRCP 30(b)(6) deposition.	1.70
	LEA	Draft status update to Pond5 with recommendations regarding FRCP 30(b)(6) deposition.	0.80
02/24/2016	JH	Prepare thumb drive containing 69 .wav files produced by plaintiff, index, and letter from opposing counsel to FedEx to T. Crary at request of L. Altenbrun.	0.60
	JH	Draft letter to T. Crary regarding plaintiff's .wav file production.	0.20
	CHF	E-mail to Ashley Burden regarding proposed agreement for scope and location of 30(b)(6) deposition of Pond5	0.40
	LEA	Draft and revise background section of Motion for Summary Judgment.	1.90
	LEA	Draft and revise email to opposing counsel regarding agreement to take FRCP 30(b)(6) deposition in Seattle.	1.00
	LEA	Communicate with J. Hendricks regarding plaintiff's audio files; Communicate with C. Feig regarding discovery; Communicate with client regarding FRCP 30(b)(6) deposition and audio file download.	1.60

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Pond5 Copyright Litigation / Gordon Hempton

			Hours	
02/25/2016	CHF	Telephone conference with Erik Kowalewsky regarding decision on agreement about location and scope of 30(b)(6) deposition	0.10	
	SLT	Draft revisions to Pond5's summary judgment motion to expand the analysis of the summary judgment standard, the "at the direction of a user" requirement, and the legislative intent of the DMCA.	2.30	
	LEA	Continue to draft and revise Motion for Summary Judgment; Confer with S. Trivett regarding follow-up research; Briefly analyze legislative history of DMCA safe harbors; Confer with C. Feig regarding FRCP 30(b)(6) deposition; Communicate with opposing counsel regarding FRCP 30(b)(6) deposition; Communicate with D. Rosen regarding other copyright cases against competitors.	5.30	
02/26/2016	CHF	E-mail fro Erik Kowalewsky regarding agreement for 30(b)(6) deposition	0.10	
	LEA	Continue analysis of relevant case law interpreting and applying DMCA safe harbor for storage of materials.	2.40	
	LEA	Communicate with C. Feig regarding agreement to take deposition in Seattle; Communicate with opposing counsel regarding FRCP 30(b)(6) deposition.	0.50	
02/29/2016	LEA	Communicate with clients regarding status of deposition; Review proposed agreement from opposing counsel; Communicate with C. Feig regarding proposed agreement.	0.80	
		For Current Services Rendered	76.20	18,169.00

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	49.20	\$265.00	\$13,038.00
Curt H. Feig	4.40	265.00	1,166.00
Jeanette Hendricks	7.40	125.00	925.00
Shannon L. Trivett	15.20	200.00	3,040.00

Total Current Work	18,169.00
Previous Balance	\$33,539.00
Balance Due	<u>\$51,708.00</u>

Federal Tax ID: 20-1610786

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April 13, 2016

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 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
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Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 03/31/2016

			Hours
03/01/2016	LEA	Communicate with clients regarding FRCP 30(b)(6) deposition; Communicate with opposing counsel regarding FRCP 30(b)(6) deposition; Review and analyze proposed agreement from opposing counsel; Analyze agency requirements for DMCA safe harbor protection.	3.20
03/02/2016	LEA	Correspond with clients regarding discovery and depositions; Calls and emails with opposing counsel regarding agreement to limit discovery pending decision on Motion for Summary Judgment; Review and analyze takedown notices; Continue drafting supplemental discovery responses.	2.90
03/03/2016	JH	Review/analyze Court's Local Rule (26) regarding protective orders and Court's model protective order in preparation for beginning draft of protective order.	0.30
	JH	Begin draft of protective order at request of L. Altenbrun, for completion of L. Altenbrun.	1.10
	LEA	Communicate with opposing counsel regarding agreement for limited FRCP 30(b)(6) deposition; Communicate with C. Feig regarding deposition agreement; Research scope and limits of FRCP 30(b)(6) depositions.	1.70
	CHF	E-mails with opposing regarding 30(b)(6) deposition of Pond5 and issues regarding scope and timing	0.80
03/04/2016	LEA	Draft email to opposing counsel regarding FRCP 30(b)(6) agreement; Telephone conference with opposing counsel regarding scope of FRCP 30(b)(6) deposition; Telephone	

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			Hours
		conference with T. Crary regarding facts to support DMCA defense and preparation for deposition.	2.90
03/07/2016	LEA	Detailed analysis of 10,243 uploads by user ckennedy342 and possible infringements; Draft memo regarding analysis of ckennedy uploads; Continue to draft Motion for Summary Judgment; Communicate with opposing counsel regarding discovery agreement; Review and analyze pre-litigation settlement communications between G. Hempton and Pond5.	4.80
	CHF	E-mails with opposing regarding scope of 30(b)(6) deposition of Pond5	0.30
03/08/2016	JH	Compare and contrast plaintiff's index of all copyrighted audio names with all items tab of this spreadsheet listing the names of every file that ckennedy ever uploaded to determine if there are any matches, at request of L. Altenbrun.	0.80
	JH	Review/analyze audio recordings (69) provided by plaintiff to determine length of each recording.	0.50
	JH	Modify list in table form of audio recordings provided by plaintiff to add a column and list the length of each audio recording, at request of L. Altenbrun.	0.50
	JH	Review/analyze communication we have produced in litigation to determine whether we produced the "settlement" e-mails between Tom Crary and Gordon Hempton forwarded by L. Altenbrun, at request of L. Altenbrun.	0.90
	JH	Review/analyze previous production and Screen Grabs received in December to determine whether they were produced.	0.30
	JH	Begin to review/analyze timeline from D. Rosen and compare and contrast with e-mails we have to determine whether we have and/or have produced the e-mails used in D. Rosen's timeline or whether we are missing some of the e-mails, at request of L. Altenbrun.	0.60
	LEA	Review numerous communications regarding prior claims of copyright infringement, takedown notices, or demands to remove content; Confer with C. Feig regarding possible disclosure of Pond5 customer list and strategy related for avoiding same; Draft detailed emails to Pond5 regarding discovery supplementation; Begin drafting Pond5's first set of written discovery to plaintiff; Confer with J. Hendricks regarding discovery and audio files; Draft and revise stipulated confidentiality agreement for filing with court; Review attorney-client privileged documents regarding efforts to prohibit infringement, as forwarded by D. Rosen; Confer with S. Trivett regarding duty to inform customers of possible purchase of infringing material.	6.90
	SLT	Conduct legal research regarding the extent of an internet service provider's duty to remove potentially infringing material.	0.60
03/09/2016	JH	Continue review/analysis of timeline from D. Rosen and compare/and contrast with e-mails we have produced to determine	

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		Hours
	which e-mails in the timeline we have not received/produced.	0.70
JH	Draft corporate disclosure statement, required to be filed under federal and local rules, at request of L. Altenbrun.	0.30
JH	Complete review/analysis of timeline from D. Rosen and comparison with e-mails we have produced and determine which e-mails in the timeline we have not received/produced.	1.70
LEA	Numerous emails to and from Pond5 regarding information and documents needed to supplement discovery; Draft and revise supplemental answers, responses, and objections to plaintiff's first set of written discovery; Edit and revise corporate disclosure statement; Communicate with client regarding corporate disclosure statement; Review and analyze documents sent from Pond5, including written fraud prevention procedures and communications with aliases of ckennedy342; Begin drafting issues memo in preparation for FRCP 30(b)(6) deposition; Confer with S. Trivett, and review brief memorandum drafted by her, regarding whether Pond5 has duty to inform customers of possible purchase of infringing material; Confer with C. Feig regarding supplementation of discovery and issues related thereto; Numerous communications and conferences with J. Hendricks regarding documents to produce in supplemental discovery and documents to identify in privilege log; Draft recommendations to clients regarding responding to demand for previous takedown notices and communications relating thereto.	6.40
SLT	Conclude legal research regarding an ISP's duty to remove/disable content.	0.50
SLT	Draft brief memorandum to L. Altenbrun regarding research regarding ISP's duty to remove/disable content.	0.30
CHF	Review documents provided by client to evaluate need for production and to finalize supplemental responses to plaintiff	1.80
CHF	Research re: regarding host's obligation to remove or disable access to infringing materials under the DMCA in preparation for finalizing Motion for Summary Judgment	0.60
03/10/2016	JH Review/analyze documents forwarded from D. Rosen and T. Cray and prepare same for production (convert to .pdf, number, perform redactions) in preparation for production 3/11/16.	1.60
	JH Index documents prepare for production on production log for future use/reference in litigation.	0.70
	LEA Draft, edit and revise supplemental answers, responses and objections to plaintiff's first set of written discovery; Communicate with client regarding supplemental discovery; Confer with C. Feig regarding supplemental discovery; Begin drafting case budget; Confer and communicate with J. Hendricks regarding supplemental discovery; Correspond with opposing counsel regarding stipulated protective order; Communicate with N. Jaffe regarding contention interrogatories.	6.10
	NJ Review and cite check case law regarding contention interrogatories	1.10

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			Hours
	JH	Revise/finalize Pond5 corporate disclosure statement in preparation for e-filing.	0.10
	JH	E-file Pond5 corporate disclosure statement, at request of L. Altenbrun.	0.20
	JH	Review/analyze attorney-client privileged e-mails from D. Rosen to Pond5 recipients, and Bates number same for indexing on privilege log at request of L. Altenbrun.	0.60
	JH	Index each e-mail in attorney-client e-mails from D. Rosen to Pond5 recipients on privilege log as requested by L. Altenbrun.	0.60
03/11/2016	JH	Prepare additional documents forwarded from L. Altenbrun for production.	0.30
	JH	Remove/relocate documents for production related to RFP 8/12 for later production next week.	0.20
	JH	Review/analyze documents prepared for production and compare against privilege log and index for completeness.	0.60
	JH	Draft/revise supplemental discovery responses to remove reference to RFP 12 and revise response to Rog 20, review and edit responses to conform to firm practice standard, insert Bates numbers of documents prepared for production into corresponding RFP responses.	1.10
	JH	E-mail to T. Crary advising no need for him to sign verification again.	0.10
	JH	Gather responses, privilege log, and all docs for production today and forward to L. Altenbrun for review.	0.40
	JH	Final edits to and finalize supplemental discovery responses.	0.20
	JH	Additional edit to privilege log.	0.10
	JH	Attend to service of supplemental discovery responses, documents referred to there, and privilege log on all counsel of record.	0.40
	CHF	Draft/revise/finalize supplemental discovery responses for service 3/11	0.60
	LEA	Edit and revise supplemental discovery responses; Telephone conference with D. Rosen regarding discovery; Confer with J. Hendricks and C. Feig regarding discovery; Review documents for disclosure; Edit and revise answer to Interrogatory No. 20; Review and analyze proposed changes to stipulated protective order; Review privilege log; Numerous (over 25) emails with staff and Pond5 regarding discovery.	5.80
03/14/2016	LEA	Continue to draft and revise motion for summary judgment.	1.40
	CHF	Review e-mails from/to clients regarding final issues for supplementation of discovery responses in preparation for deposition 3/22	0.80
03/15/2016	LEA	Continue review and analysis of previous notices of infringement, DMCA notices, and settlements; Identify documents to be disclosed in discovery regarding RFP No. 12; Confer with J. Hendricks regarding supplemental discovery; Draft and revise litigation budget; Communicate with C. Feig regarding stipulated	

Hishaw & Culbertson LLP

April 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117329

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		protective order; Communicate with opposing counsel regarding stipulated protective order.	4.90
03/16/2016	JH	Begin draft of second supplemental responses to plaintiff's first discovery requests, at request of L. Altenbrun.	0.30
	JH	Review/analyze e-mails and settlement agreements forwarded in various .pdfs from T. Crary regarding takedown notices (responses to RFPs 8 and 12), remove/redact attorney-client and work product privileged information and prepare documents for production.	3.30
	JH	Update production log with descriptions of documents prepared for production for future use in litigation.	0.20
	LEA	Communicate with Pond5 regarding summary of previous claims of infringement; Edit and revise memorandum summarizing previous claims of infringement; Confer with J. Hendricks regarding supplementation of discovery; Review documents to be disclosed in supplemental discovery; Analyze letter from plaintiff's counsel regarding discovery; Draft response to plaintiff's discovery letter; Finalize draft of factual background section of Motion for Summary Judgment; Communicate with Pond5 regarding preparation for FRCP 30(b)(6) deposition; Confer with C. Feig regarding case strategy; Communicate with opposing counsel regarding stipulated protective order.	6.80
	CHF	Revise draft letter to opposing regarding agreement for discovery supplementation and scope of deposition	0.40
	CHF	Draft response to opposing regarding request for customer information and scope of protective order	0.50
	CHF	Review letter from opposing regarding "deficiencies" in discovery responses in preparation for meet and confer and response	0.70
	CHF	Draft/revise proposed budget for lawsuit	0.80
	CHF	Draft/revise statement of facts for draft Motion for Summary Judgment regarding DMCA Safe Harbors	0.80
03/17/2016	JH	Review/analyze various e-mail chains and documents forwarded by L. Altenbrun, redact specified A/C privileged portions from same, and prepare same for disclosure.	1.80
	JH	Update privilege log with new documents designated for disclosure, for future use in litigation.	0.20
	LEA	Telephone conference with D. Rosen, T. Crary, and M. Pace regarding investigation into ckennedy342 and upcoming deposition; Communicate with opposing counsel regarding discovery and protective order; Review documents sent by Pond5 regarding previous notice of infringement from Megatrax; Communicate with J. Hendricks regarding discovery and disclosure of new documents; Review privilege log; Review documents for disclosure.	4.50
	JH	Review/analyze .jpg revenue graph, convert to .pdf, number, apply confidential watermark, and prepare same for production.	0.40
	CHF	E-mails regarding supplemental discovery responses and preparation preparation of documents for production	0.80

Hishaw & Culbertson LLP

April 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117329

Pond5 Copyright Litigation / Gordon Hempton

			Hours
	CHF	E-mails regarding proposed litigation budget	0.20
	CHF	E-mails regarding proposed stipulated protective order regarding customer information	0.60
03/18/2016	JH	Review/analyze e-mails from L. Altenbrun, N. Power, and R. Townsend regarding new changes to proposed stipulated protective order and from L. Altenbrun regarding status of discovery responses and document production instructions in preparation for preparing documents and revising discovery responses and protective order.	0.40
	JH	Revise second supplemental discovery responses to ensure most recent version drafted by L. Altenbrun saved and to insert Bates numbers of documents being produced in corresponding responses.	0.40
	JH	Locate most recent version of redline changes to stipulated protective order forwarded by R. Townsend and incorporate additional proposed redline changes by L. Altenbrun.	0.30
	JH	Revise stipulated protective order per new agreement of counsel at request of C. Feig.	0.20
	JH	Call to Nick Power to request authority to submit proposed stipulated protective order.	0.10
	JH	Add signature authority to and attend to e-filing stipulated protective order (as stipulated motion).	0.30
	JH	E-mail to Judge Leighton with Word version of proposed protective order per Local Rules.	0.10
	JH	Revise and finalize Pond5's second supplemental responses to discovery in preparation for serving.	0.30
	JH	Review all remaining documents for production; affix "Confidential" watermark per stipulated protective order; and "scrub" all documents of metadata prior to producing to opposing.	0.40
	JH	Attend to service of Pond5's second supplemental responses to discovery on all counsel with document production.	0.30
	CHF	E-mails from/to opposing regarding revisions to proposed stipulated protective order	0.80
	CHF	Draft/revise/finalize agreed-to version of stipulated protective order for filing	0.40
	CHF	E-mails regarding supplemental production of documents and service methods	0.40
	LEA	Draft, edit and revise Second Supplemental Answers and Responses to discovery; Communicate with C. Feig and J. Hendricks regarding protective order and supplemental discovery; Communicate with opposing counsel regarding stipulated protective order; Review rules pertaining to video depositions.	3.10
03/20/2016	LEA	Edit and revise Motion for Summary Judgment seeking dismissal of all claims pursuant to safe harbor under Digital Millenium Copyright Act; Communicate with Pond5 regarding Motion for Summary Judgment and deposition.	4.40

April 13, 2016

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117329

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
03/21/2016	LEA	Prepare for Pond5's FRCP 30(b)(6) deposition by drafting detailed outline, conducting detailed meeting with T. Crary, Drafting summary of facts, and reviewing documents supporting Pond5's DMCA defense; Communicate with C. Feig regarding Motion for Summary Judgment; Confer with J. Hendricks regarding discovery; Communicate with K. Smith regarding spreadsheets disclosed in discovery.	10.20	
	SLT	Research statutes and case law regarding the ISP's duty to investigate in the context of the knowledge requirement of the DMCA safe harbors.	1.20	
	SLT	Draft a brief memorandum to L. Altenbrun and C. Feig regarding research regarding an ISP's duty to investigate.	0.90	
	CHF	Draft/Revise Motion for Summary Judgment regarding DMCA Safe Harbor	2.80	
03/22/2016	LEA	Prepare for FRCP 30(b)(6) deposition of Pond5; Meet with T. Crary to prepare for deposition; Communicate with J. Hendricks and C. Feig regarding potential problem with redacted documents; Confer with C. Feig regarding deposition; Attend and defend FRCP 30(b)(6) deposition of Pond5; Meet with client following deposition to discuss case status and strategy.	9.90	
	CHF	Review Subpoenas to PayPal and Audible Magic regarding documents relating to Hempton uploads	0.30	
	CHF	Evaluate issues with confidential designation of Pond5 documents in preparation for deposition 3/22	0.60	
03/23/2016	JH	Review/analyze issue with inadvertent redactions in 3/18/16 production at request of L. Altenbrun, remove "confidential" watermark from production, scrub metadata, and reapply watermark to two sets of documents to eliminate problem of inadvertent redactions.	1.10	
	CHF	Further revisions to Motion for Summary Judgment regarding DMCA Safe Harbor	1.40	
	CHF	E-mail to E. Kowalewsky and M. Ferlazzo regarding draft Motion for Summary Judgment regarding DMCA Safe Harbor and report regarding deposition of Pond5	0.30	
	LEA	Edit and revise Motion for Summary Judgment based upon changes and additions made by C. Feig and deposition of T. Crary; Communicate with C. Feig regarding Motion for Summary Judgment; Communicate with J. Hendricks regarding problems with certain disclosed documents; Review corrected discovery documents.	2.60	
03/25/2016	LEA	Communicate with D. Rosen regarding summary of FRCP 30(b)(6) deposition.	0.50	
		For Current Services Rendered	135.30	32,055.50

Hishaw & Culbertson LLP

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April 13, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117329

Pond5 Copyright Litigation / Gordon Hempton

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	89.00	\$265.00	\$23,585.00
Curt H. Feig	16.70	265.00	4,425.50
Jeanette Hendricks	25.00	125.00	3,125.00
Noah Jaffe	1.10	200.00	220.00
Shannon L. Trivett	3.50	200.00	700.00

Expenses

02/03/2016	Risk Solutions Online Research INV 1289954-20160229 - People search - Gordon Hempton	19.05
02/03/2016	Risk Solutions Online Research INV 1289954-20160229 - People search - Bart Jarrett	49.05
02/24/2016	Federal Express INV 5-341-12835: Delivery to T. Crary	33.75
	Total Expenses	52.80 71.85
	Total Current Work	\$32,108.30 \$32,127.35
	Previous Balance	\$51,708.00
	Balance Due	<u>\$83,816.30</u> <u>\$83,835.35</u>

Not Included in Invoice
Table in Altenbrun Dec.

NICOLL BLACK & FEIG PLLC

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 1325 4th Ave, Ste 1650
 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
 EIN: 20-1610786
 www.nicollblack.com

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May 11, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117416

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 04/30/2016

			Hours
04/01/2016	CHF	Review letter from opposing regarding settlement proposal	0.40
04/05/2016	LEA	Confer with C. Feig regarding case strategy; Edit and revise status update to Underwriters; review letter from opposing counsel regarding mediation and alleged weaknesses in DMCA defense.	1.20
	CHF	E-mail to A. Burden regarding response to settlement proposal	0.80
04/07/2016	LEA	Draft update to Pond5 regarding Motion for Summary Judgment and plaintiff's request for mediation; communicate with staff regarding deposition transcript; communicate with opposing counsel regarding mediation.	0.70
04/08/2016	JH	Communicate (other external) - telephone call and e-mail to opposing counsel's office regarding issues related to 30(b)(6) deposition of T. Crary.	0.30
	JH	Contact court reporter and obtain transcript of deposition of T. Crary and exhibits.	0.20
	JH	Review/analyze T. Crary deposition transcript and plan/prepare for witness signature/correction sheet return to court reporter.	0.20
	CHF	Review deposition of Tom Crary (30(b)(6) designee) to evaluate issues for Motion for Summary Judgment	1.30
04/12/2016	JH	Review/analyze T. Crary deposition transcript, signature page, and errata sheet forwarded by court reporter, convert transcript to condensed .pdf for forwarding to T. Crary, calculate due date of errata sheet/signature page.	0.30
	JH	Forward e-mail to T. Crary with deposition transcript and	

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117416

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	instruction for making corrections and returning declaration.	0.20
	LEA Communicate with J. Hendricks regarding Crary deposition transcript; Confer with C. Feig regarding status of Motion for Summary Judgment; Review correspondence from opposing counsel regarding discovery.	0.60
04/18/2016	LEA Draft, review and revise Motion for Summary Judgment, focusing on updating factual background, reviewing suggested edits by Pond5's local counsel, and streamlining arguments.	5.90
04/19/2016	JH Review/analyze factual sections of summary judgment motion related to T. Crary testimony in preparation for drafting T. Crary declaration in support.	0.80
	JH Draft T. Crary declaration in support of summary judgment motion.	1.20
	JH Review/analyze portions of summary judgment motion relating to testimony of M. Pace.	0.80
	JH Draft declaration of Mike Pace in support of summary judgment motion.	1.10
	JH Review document production and locate various e-mails comprising the exhibits to the declaration of Mike Pace (9).	0.70
	SLT Locate, check, and confirm all legal citations made in the final draft of Pond5's summary judgment motion.	1.80
	SLT Research case law regarding what constitutes a "draw" for purposes of the financial benefit analysis.	1.10
	SLT Draft a detailed memo to L. Altenbrun regarding what constitutes a "draw," specifically incorporating results from my research.	0.50
	LEA Review and analyze case law discussing financial benefit and control elements under DMCA safe harbors; review and analyze research memorandum regarding de minimis argument; Confer with C. Feig regarding status of motion; Confer with J. Hendricks regarding declarations in support of motion; Communicate with Pond5 regarding motion and discussion of additional evidence needed; Review and analyze Crary deposition transcript to remove any inconsistencies with motion; Continue to edit and revise Motion for Summary Judgment.	9.80
	CHF Review / revise draft Motion for Summary Judgment for filing 4/21	1.40
	CHF E-mails from/to Brian Ferlazzo regarding filing Motion for Summary Judgment	0.20
	CHF Analyze issue or retention of contract profits following infringement as possible financial benefit to bar protection under safe harbor	0.40
04/20/2016	LEA Edit and revise Motion for Summary Judgment; Draft and revise Declaration of M. Pond; Draft and revise Declaration of T. Crary; Telephone conference with D. Rosen (local counsel for Pond5) regarding final edits to Motion for Summary Judgment; Correspond with opposing counsel regarding discovery requests.	5.20
	SLT Conduct legal research regarding the financial benefit prong with regard to the profits forfeited by ckenedy.	1.00
	SLT Conduct additional legal research regarding the right and ability to	

May 11, 2016

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117416

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		control prong.	1.00
	SLT	Assess the structure, location, and language of a potential footnote discussing effect of funds forfeited by ckenney.	0.70
	CHF	Draft/revise Motion for Summary Judgment regarding DMCA safe harbor for filing 4/21	0.80
04/21/2016	JH	Review/analyze T. Crary Declaration and prepare exhibits to same.	0.80
	JH	Compile and prepare the exhibits to M. Pace's declaration for summary judgment motion.	0.60
	JH	Review and finalize M. Pace Declaration and forward to him.	0.20
	JH	Review and finalize T. Crary Declaration and forward to him.	0.20
	JH	Review/analyze, proofread and edit summary judgment motion to conform to Local Rules and practice standards in preparation for filing.	1.20
	JH	Attend to e-filing summary judgment motion, declaration of T. Crary with exhibits, declaration of M. Pace with exhibits and proposed order on Court's CM/ECF.	0.40
	JH	Calculate briefing schedule under CR 7.	0.10
	JH	E-mail to D. Rosen and T. Crary with conformed copies of filed summary judgment motion and information about briefing schedule.	0.20
	LEA	Communicate with T. Crary and M. Pond regarding finalization of declarations and exhibits thereto; Communicate with D. Rosen regarding Motion for Summary Judgment; Communicate with J. Hendricks regarding final edits to Motion for Summary Judgment; Brief final review of Motion for Summary Judgment; Communicate with clients regarding discovery; Review proposed order and communicate with J. Hendricks regarding same.	4.90
04/22/2016	LEA	Communicate with Pond5 regarding disclosure of video files.	0.20
04/25/2016	JH	Review/analyze audio files forwarded by M. Pace for production.	0.30
	JH	Correspond with M. Pace regarding audio files contained on thumb drive and issue with three of the file that cannot be opened and trouble shoot problem via e-mail.	0.30
	LEA	Draft and revise letter to opposing counsel regarding objections to FRCP 30(b)(6) deposition topics; Analyze possible bases to object to deposition topics; Communicate with staff regarding letter to opposing counsel.	1.30
04/27/2016	JH	Review/analyze and duplicate ckenney's uploads of audio files received from Pond5 in order to disclose them in today's production; assign Bates number and label them.	0.60
	LEA	Review and analyze document sent from Pond5 regarding identification provided by H. Kahn; Communicate with C. Feig regarding same.	0.40
04/28/2016	JH	Draft lengthy e-mail to M. Pace requesting an explanation for the difference in the number of ckenney uploaded audio files he sent	

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Hishaw & Culbertson LLP

May 11, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117416

Pond5 Copyright Litigation / Gordon Hempton

		Hours	
	on the thumb drive for production and the number of ckenedy uploaded audio files stated in T. Crary's declaration in support of our summary judgment motion and asking M. Pace about other folders on the thumb drive that will not open, are not operable.	0.40	
JH	Draft fourth supplemental discovery responses regarding and for service with documents being produced today.	0.60	
JH	Redact personal identifying information contained in documents per FRCP 5.2 at request of L. Altenbrun.	0.40	
JH	Draft privilege log for personal identifying information redacted from documents being produced per FRCP 5.2 at request of L. Altenbrun.	0.40	
JH	Finalize responses and documents for service and attend to delivery to all counsel.	0.60	
JH	Update production log with today's production for future use in litigation.	0.30	
CHF	Review / analyze communications regarding sound files rec'd from client to evaluate production issues	0.40	
LEA	Draft and revise supplemental discovery responses; Communicate with J. Hendricks and C. Feig regarding privacy issues with documents from H. Kahn; Confer with J. Hendricks regarding audio files to disclose.	1.20	
	For Current Services Rendered	56.60	12,726.50

Summary			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	31.40	\$265.00	\$8,321.00
Curt H. Feig	5.70	265.00	1,510.50
Jeanette Hendricks	13.40	125.00	1,675.00
Shannon L. Trivett	6.10	200.00	1,220.00

Total Current Work	12,726.50
Previous Balance	\$83,835.35
Balance Due	<u>\$96,561.85</u>

Federal Tax ID: 20-1610786

NICOLL BLACK & FEIG PLLC

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 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
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June 14, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117524

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 05/31/2016

			Hours
05/02/2016	CHF	E-mail from opposing regarding request for continuance of Motion for Summary Judgment hearing and issues related to deposition of Pond5	0.10
	LEA	Communicate with opposing counsel regarding deposition scheduling.	0.30
05/03/2016	LEA	Communicate with C. Feig regarding deposition scheduling; Communicate with opposing counsel regarding discovery; communicate with clients regarding discovery schedule and settlement.	1.10
05/04/2016	CHF	E-mails from/to opposing regarding scheduling depositions in NYC for later in summer	0.40
05/05/2016	JH	Review status of due date for and whether we have received corrections to deposition of T. Crary, including checking with staff.	0.20
	JH	E-mail to T. Crary regarding getting back his correction sheet to his deposition today if he has changes.	0.10
	JH	Additional e-mails to/from T. Crary regarding issue of reading deposition/returning signature page and corrections.	0.20
	JH	Review correction sheet and signature page for deposition of T. Crary and forward same to court reporter to meet deadline.	0.20
	CHF	E-mails from/to and telephone conference with Roger Townsend regarding extending noting date for Motion for Summary Judgment and rescheduling discovery	0.40
	CHF	E-mails regarding review of and corrections to transcript from Crary deposition	0.30

Hishaw & Culbertson LLP

June 14, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117524

Pond5 Copyright Litigation / Gordon Hempton

			Hours
	CHF	Address issues regarding renoting Motion for Summary Judgment on DMCA safe harbor defense to allow extension for response date	0.30
	LEA	Communicate with T. Crary regarding review of deposition transcript and scheduling of discovery; Communicate with C. Feig regarding re-noting of Motion for Summary Judgment; Review correspondence with opposing counsel regarding deposition and discovery scheduling.	1.30
05/06/2016	LEA	Draft status update to underwriters; Confer with C. Feig regarding status update; Review correspondence regarding Motion for Summary Judgment noting date and deposition scheduling.	1.50
05/09/2016	CHF	Preparation of status report/settlement evaluation and request for settlement authority	1.30
	CHF	E-mails from/to M. Ferlazzo regarding briefing on Pond5s Motion for Summary Judgment	0.20
	LEA	Confer with C. Feig regarding status update and recommendations to Underwriters; Draft status update to Pond5.	0.80
05/17/2016	JH	Review/analyze opposition and supporting documents filed in response to our motion for summary judgment and forward the same to L. Altenbrun in preparation for preparing reply.	0.40
	CHF	Telephone conference with Matt Ferlazzo regarding issues related to possibility of settlement/reply on Motion for Summary Judgment	0.20
	CHF	E-mails from/to Erik Kowalewsky regarding status of settlement evaluation and w-9 for payment of fees	0.20
	CHF	Review / analyze Opposition to Motion for Summary Judgment on DMCA defense	1.60
	LEA	Review and analyze plaintiff's opposition to Motion for Summary Judgment and supporting declarations and exhibits; Communicate with C. Feig regarding underwriter's request for settlement authority and strategy for reply brief.	3.70
05/18/2016	JH	Review/analyze exhibits in support of opposition to our summary judgment motion with attention to any ER 408 protected or other protected material, at request of L. Altenbrun (for objections in reply).	0.50
	CHF	Review e-mails from client regarding Audible Magic issues in preparation for Reply on Motion for Summary Judgment regarding DMCA defenses	0.80
	LEA	Draft, edit and revise reply brief in support of Motion for Summary Judgment; Communicate with clients regarding plaintiff's Audible Magic argument; Analyze rules regarding admissibility of documents confirming settlement discussions and subsequent remedial measures; Communicate with C. Feig regarding strategy for reply.	7.40
05/19/2016	JH	Begin drafts of M. Pace and T. Crary declarations to be filed with	

Hishaw & Culbertson LLP

June 14, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117524

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		reply, at request of L. Altenbrun.	0.20
	CHF	Draft/revise Reply on Motion for Summary Judgment regarding DMCA safe harbor defense	2.20
	CHF	Preparation of e-mail to E. Kowalewsky regarding settlement recommendation	0.80
	LEA	Draft, edit and revise reply brief in support of Motion for Summary Judgment; Communicate with opposing counsel regarding discovery schedule; Communicate with C. Feig regarding settlement recommendation to clients; telephone conference with counsel for Audible Magic regarding plaintiff's opposition brief and subpoena from plaintiff; Analyze case law relied upon by Hempton in opposition brief; Draft and revise declarations of Crary and Pace.	8.90
05/20/2016	JH	Review/analyze our reply in support of summary judgment motion for references to excerpts of deposition of T. Crary in preparation for compiling exhibit to second Crary declaration.	0.60
	JH	Select excerpts of deposition of T. Crary, compile into exhibit, and highlight referenced lines for use as exhibit to second Crary declaration.	0.80
	JH	Attend to e-filing reply in support of motion for summary judgment and supporting declarations and exhibits.	0.30
	CHF	Review / revise Reply on Motion for Summary Judgment regarding DMCA Safe Harbor Defense	1.80
	LEA	Edit and revise reply in support of Motion for Summary Judgment; Communicate with M. Pace and T. Crary regarding Declarations; Communicate with D. Rosen regarding reply brief; Communicate with staff regarding formatting and filing of reply brief.	5.30
05/24/2016	LEA	Confer with C. Feig regarding settlement recommendations.	0.20
05/25/2016	CHF	Collect briefing and e-mail regarding Reply on Motion for Summary Judgment regarding DMCA Safe Harbor and advise regarding settlement issues	0.40
	LEA	Draft and revise status update to Pond5; Communicate with opposing counsel regarding discovery.	0.40
05/26/2016	CHF	Preparation of Updated Budget in response to request from M. Ferlazzo	0.40
	LEA	Draft and revise updated budget; Communicate with C. Feig regarding proposed case budget; Communicate with C. Feig regarding New York depositions; Communicate with opposing counsel regarding discovery.	1.90
05/27/2016	CHF	E-mails from/to E. Kowalewsky regarding settlement authority	0.20
	CHF	Preparation of e-mail to M. Ferlazzo regarding revised/updated budget through conclusion of discovery	1.10
	LEA	Communicate with C. Feig regarding settlement authority from Underwriters and strategy for possible settlement.	0.60

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Hishaw & Culbertson LLP

June 14, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117524

Pond5 Copyright Litigation / Gordon Hempton

	Hours	
For Current Services Rendered	49.60	12,654.00

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	33.40	\$265.00	\$8,851.00
Curt H. Feig	12.70	265.00	3,365.50
Jeanette Hendricks	3.50	125.00	437.50

Total Current Work	12,654.00
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Previous Balance	\$96,561.85
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Payments

05/26/2016	Payment: Hinshaw & Culbertson's share received, check 31989, thank you.	-8,539.00
05/26/2016	Payment: Hinshaw & Culbertson received, check 31989, thank you.	-18,169.00
06/06/2016	Wire payment received, thank you.	-14,490.00
06/06/2016	Wire payment received, thank you.	-10,510.00
	Total Payments	-51,708.00
	Balance Due	<u>\$57,507.85</u>

NICOLL BLACK & FEIG PLLC

Attorneys
 1325 4th Ave, Ste 1650
 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
 EIN: 20-1610786
 www.nicollblack.com

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July 12, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117609

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 06/30/2016

			Hours
06/01/2016	LEA	Draft letter to opposing counsel regarding possible settlement and evaluation of merits of case; Draft status update and settlement recommendation to Pond5; Communicate with C. Feig regarding letter to opposing counsel and update to Pond5; Communicate with clients regarding New York depositions.	3.90
	CHF	Draft e-mail to opposing regarding process for mediation and request for settlement demand	0.40
	CHF	Draft e-mail to client regarding issues for mediation /mediation process/recommendations	0.30
	CHF	E-mails from/to client regarding mediation parameters	0.20
06/02/2016	LEA	Review and analyze coverage reservations for purposes of ensuring compliance with RPCs; Communicate with C. Feig regarding settlement discussions.	0.60
	CHF	Review ROR letter to client to evaluate adequacy of policy limits and possible coverage issues impacting funding of settlement in preparation for mediation	0.60
	CHF	E-mails from/to client regarding settlement issues and mediation strategy/approach	0.20
	CHF	E-mails from opposing regarding mediation parameters and possibility of opening demand	0.20
06/06/2016	LEA	Communicate with R. Townsend regarding settlement discussions; Review order reassigning case to Judge Rothstein; Communicate with C. Feig regarding case status; Review status of discovery responses.	1.80
	CHF	Review order from court reassigning case to Judge Rothstein	0.10

July 12, 2016

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117609

Pond5 Copyright Litigation / Gordon Hempton

			Hours
	CHF	E-mails from/to Opposing counsel regarding production of audio files and proof of delivery	0.20
	CHF	E-mails to/from L. Altenbrun regarding reassignment of case to Judge Rothstein	0.30
06/07/2016	LEA	Review supplemental discovery and confirm disclosure of audio uploaded by ckennedy342; Review and analyze whether Judge Rothstein has issued any rulings under DMCA; Telephone conference with opposing counsel regarding settlement demand, mediation, and discovery; Communicate with C. Feig regarding possible settlement strategy and discovery; Review email from R. Townsend regarding mediation.	3.90
	CHF	Review correspondence and production log to evaluate claim by opposing that thumb drive of sound effect files was not produced	0.60
	CHF	E-mails to/from L. Altenbrun regarding settlement strategy and obtaining opening demand from opposing	0.20
	CHF	Review e-mails from opposing regarding discovery issues and possibility of mediation and mediation process	0.20
	CHF	Consider issues related to transfer to Judge Rothstein	0.40
06/09/2016	LEA	Review amended FRCP 30(b)(6) deposition notice; Communicate with R. Townsend regarding mediation.	0.50
06/10/2016	CHF	Preparation of status report regarding attempts to start settlement negotiations without mediation	0.80
	LEA	Edit and revise status update to Underwriters.	0.40
06/20/2016	CHF	E-mails from/to E. Kowalewsky/M. Ferlazzo regarding mediation	0.20
	CHF	E-mails to/from opposing regarding possible mediators and scheduling mediation	0.20
	LEA	Communicate with C. Feig regarding mediation; Communicate with R. Townsend regarding mediation; Communicate with D. Rosen and T. Crary regarding mediation and settlement.	1.20
06/21/2016	CHF	E-mails from/to Erik Kowalewsky regarding possible mediation/recommendations for mediators/rates/dates in preparation for scheduling mediation	0.30
	CHF	Collect and review information regarding mediator availability and rates in preparation for recommendation to underwriters and providing information requested	0.40
	LEA	Communicate with C. Feig regarding mediation dates; Communicate (multiple calls and emails) with opposing counsel regarding mediation.	1.40
06/22/2016	CHF	E-mails from/to opposing regarding various issues for mediation	0.60
	LEA	Communicate with clients regarding mediation; Communicate with staff regarding plaintiff's deposition; Edit and revise notice of deposition; Communicate with opposing counsel regarding mediation.	1.30

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117609

Pond5 Copyright Litigation / Gordon Hempton

			Hours
06/23/2016	CHF	E-mails from/to Erik Kowalewsky regarding mediation protocols/date and participation by representative of underwriters	0.20
	CHF	E-mails from/to opposing and analyze issues regarding scheduling mediation and local court rule regarding in-person attendance by "decision maker"	0.60
	LEA	Communicate with C. Feig regarding plaintiff's refusal to attend mediation unless Pond5 attends in person; Communicate with clients regarding mediation; Brief review of rules regarding attendance at mediation.	1.60
06/24/2016	LEA	Communicate with C. Feig regarding mediation.	0.40
06/27/2016	CHF	E-mails from/to Erik Kowalewsky regarding scheduling mediation and issues regarding approval by underwriters	0.40
	CHF	E-mails regarding changing date for proposed mediation and location	0.40
	CHF	E-mails with L. Altenbrun regarding mediation issues	0.60
	LEA	Communicate with C. Feig and J. Hendricks regarding mediation; Communicate with R. Townsend regarding mediation.	0.80
06/28/2016	LEA	Communicate with C. Feig regarding mediation; Communicate with opposing counsel regarding mediation.	0.50
	CHF	E-mails from/to E. Kowalewsky regarding mediation parameters/cost to obtain authority to participate	0.40
	CHF	Telephone call to Lou Peterson/e-mail to Lou Peterson regarding participation of underwriters/client in mediation	0.40
	CHF	E-mails from/to opposing regarding mediation and in-person attendance/parameters of participation	0.40
06/29/2016	CHF	Telephone conference with Lou Peterson (several) regarding approaches to mediation and protocol for possible telephone mediation	0.40
	CHF	Evaluate acceptability of proposed telephone mediation to provide recommendation to Underwriters	0.40
	CHF	E-mail to Erik Kowalewsky regarding proposal for telephone mediation	0.40
	LEA	Communicate with C. Feig regarding possible telephone mediation; Review correspondence from mediator; Review correspondence to Underwriters regarding mediation status.	0.70
06/30/2016	JH	Review/analyze file, gather complaint and all exhibits, answer, and all summary judgment briefing (34 documents) to forward to mediator at request of C. Feig.	0.80
	JH	Upload all files for mediator to ShareFile and send links to mediator and all counsel to documents submitted in preparation for mediation at request of C. Feig.	0.50
	JH	Draft and send e-mail to mediator's assistant identifying case name, court, cause number, all parties, counsel for all parties, and	

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July 12, 2016

Hishaw & Culbertson LLP

Our File Number: 1319-0001M

Statement/Invoice No.: 117609

Pond5 Copyright Litigation / Gordon Hempton

		Hours	
	all parties' representatives for conflicts check.	0.50	
LEA	Communicate with C. Feig regarding case status and strategy.	0.40	
CHF	E-mails to E. Kowalewsky and M. Ferlazzo regarding mediation issues	0.20	
CHF	Telephone conference with Lou Peterson (mediator) regarding procedures/protocols for telephone mediation	0.40	
CHF	E-mail from Lou Peterson (mediator) regarding confirmation of mediation via telephone on 7/5	0.10	
CHF	Draft/revise submission to Lou Peterson regarding parties/contacts for conflict check	0.20	
CHF	Compile briefing submission and pleadings to submit to mediator and opposing in preparation for mediation 7/5	0.40	
	For Current Services Rendered	33.50	8,625.50

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	19.40	\$265.00	\$5,141.00
Curt H. Feig	12.30	265.00	3,259.50
Jeanette Hendricks	1.80	125.00	225.00

Advances

04/11/2016	Buell Realtime Reporting INV 35322: Court Reporter/Transcript Costs of Thomas Crary	616.00
	Total Advances	616.00
	Total Current Work	9,241.50
	Previous Balance	\$57,507.85
	Balance Due	<u>\$66,749.35</u>

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Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

August 22, 2016

Our File Number: 1319-0001M
 Statement/Invoice No.: 117727

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 07/31/2016

			Hours
07/01/2016	JH	Outsource (via e-mail and uploading to ftp site) complaint, answer, and summary judgment briefing to vendor (Inventus) for copying for notebook requested by C. Feig for mediation preparation/mediation.	0.40
	JH	Prepare/assemble working copy of all summary judgment briefing, complaint, exhibits, and answer for C. Feig's use in preparation for and attendance at mediation 7/5/16, as requested by C. Feig.	1.10
	CHF	Review mediation agreement letter and execute and return to mediator in preparation for mediation on 7/5	0.20
	CHF	Review briefing and supporting exhibits for Pond5's Motion for Summary Judgment in preparation for mediation 7/5	0.60
07/04/2016	CHF	Review briefing on Motion for Summary Judgment in preparation for mediation 7/5; evaluate mediation strategy for resolution	1.40
07/05/2016	CHF	E-mails to/from E. Kowalewsky regarding status of mediation and progress of negotiations	0.40
	CHF	E-mails from/to Mediator regarding group session and issues regarding process for mediation and client participation	0.30
	CHF	Attended mediation; telephone conference with Tom Crary regarding non-monetary components of possible settlement	4.00
	LEA	Plan and prepare for mediation; Attend telephone mediation with C. Feig; Communicate with C. Feig re: mediation; Communicate with Pond5 re: mediation.	4.90
07/08/2016	CHF	E-mail from David Rosen regarding issues with Hempton's uploads to Audible Magic	0.10

Hishaw & Culbertson LLP

August 22, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117727

Pond5 Copyright Litigation / Gordon Hempton

			Hours
07/13/2016	JH	Review/analyze and edit discovery propounded to plaintiff at request of L. Altenbrun.	0.60
	JH	Finalize and attend to service Pond5's first discovery request to Hempton on all counsel of record.	0.30
	JH	Attend to calculating and calendaring plaintiff's responsive due date to Pond5's first discovery requests.	0.10
	LEA	Draft and revise Interrogatories and RFPs to plaintiff; Communicate with J. Hendricks re discovery; Communicate with Pond5 re Audio Magic; Confer with C. Feig re discovery and settlement possibilities; Begin analysis of plaintiff's damages and how many "works" were infringed for purposes of statutory damages award.	3.90
07/14/2016	JH	Locate spreadsheet of ckenney uploads at request of L. Altenbrun for discovery conference with opposing counsel.	0.30
	CHF	Review communication from opposing regarding damages and possible settlement discussions/absence of metadata on sound files produced by client	0.40
	CHF	Analyze issues related to claim of missing meta data on sound files produced and evaluate client's response regarding inquiries about source and procedure for storage	0.80
	LEA	Communicate with C. Feig re metadata issue raised by opposing counsel; Communicate with opposing counsel re discovery; Legal research re plaintiff's damages.	2.90
07/15/2016	CHF	E-mails with E. Kowalewski regarding billing procedures/submission of invoices	0.30
	CHF	E-mails regarding issues related to claimed absence of metadata associated with sound files uploaded by ckennedy342	0.80
	CHF	Analyze issues regarding meta data associated with sound files uploaded by ckennedy342 in response to statements by opposing counsel	1.30
	LEA	Communicate with opposing counsel regarding FRCP 37 conference; Communicate with clients re metadata and customer identity; Communicate with J. Hendricks and C. Feig re metadata.	1.80
07/18/2016	LEA	Confer with J. Hendricks re review of audio files for metadata; Communicate with firm's IT technician re metadata questions.	0.50
07/19/2016	JH	Review e-mail history of receipt of ckennedy upload audio files from M. Pace and issues regarding production of same in response to inquiry from opposing counsel regarding stripping of metadata.	0.40
	JH	Work with IT consultant M. Khorasani regarding issue of missing metadata from ckennedy audio files from M. Pace in response to inquiry from opposing counsel.	0.50
	CHF	Analyze issues regarding demand for meta data related to files uploaded by ckennedy342 to evaluate obtaining and producing	

Hishaw & Culbertson LLP

August 22, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117727

Pond5 Copyright Litigation / Gordon Hempton

		requested information	Hours 0.80
	LEA	Communicate with Pond5 re: metadata; Review and analyze list of allegedly stolen files provided by opposing counsel; Communicate with J. Hendricks re: analysis of audio files; Prepare for and attend FRCP 37 conference with opposing counsel; Communicate with C. Feig re: discovery strategy.	3.60
07/20/2016	JH	Conference with L. Altenbrun regarding scope of audio recordings received in discovery from Hempton an comparison with list/table provided by R. Townsend.	0.40
	JH	Review spreadsheet produced by Pond5 in response to e-mails regarding metadata issue.	0.10
	LEA	Analyze plaintiff's list of allegedly stolen tracks; Analyze issue of whether to disclose customer list; Telephone conference with mediator re: case status; Communicate with Pond5 re: metadata; Communicate with M. Khorasani regarding metadata.	3.00
07/21/2016	JH	Draft second set of discovery requests to plaintiff using questions from L. Altenbrun's e-mail of this date.	0.70
	JH	Work with legal assistant (K. Smith) on drafting exhibit to second set of discovery requests to plaintiff.	0.10
	LEA	Telephone conference with T. Crary re: case status and discussion of discovery issues; Draft detailed email to opposing counsel addressing all outstanding discovery issues; Communicate with clients regarding discovery issues; Draft and revise second set of written discovery.	3.10
07/22/2016	JH	Modify Pond5's second discovery request to plaintiff, including addition requests for production and interrogatories.	1.60
	JH	Create exhibit 1 to Pond5's second interrogatories and requests for production to plaintiff, using picture/table including on R. Townsend 7/19/16 e-mail.	0.80
	JH	Proofread/cross-check exhibit 1 to discovery requests with picture/table provided by R. Townsend of audio files from Gordon Hempton matching audio file names uploaded by user Ckennedy.	0.40
	JH	Attend to finalizing and serving Pond5's second discovery requests on plaintiff.	0.40
	JH	Compile screen shots of Gordon Hempton website in order to preserve information/products available, at request of L. Altenbrun	2.10
	LEA	Edit and revise table of allegedly stolen tracks; Communicate with Pond5 re: discovery; Confer with K. Smith re: discovery issues; Edit and revise second set of Interrogatories and Requests for Production of Documents; Telephone conference with Pond5 re: access to metadata in audio files; Communicate with J. Hendricks re: discovery issues; Telephone conference with IT technician re: metadata issues; Continue analysis of the number of alleged works that were infringed; Review and analyze plaintiff's website for possible use in damages analysis; Communicate with J.	

Hishaw & Culbertson LLP

August 22, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117727

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		Hendricks re: preservation of website for evidentiary purposes; Review and analyze plaintiff's license terms.	5.90
07/25/2016	JH	Review/analyze list of 87 "stolen" audio files uploaded by ckenney and claimed to be ownd by G. Hempton, identify same in 10,000+ files uploaded by ckennedy and create thumbdrive containing only the 87 "stolen" files at request of L. Altenbrun.	2.80
	CHF	Analyze data from plaintiff regarding request for meta data associated with uploaded sound effects to evaluate position on discovery	1.30
	CHF	Analyze and evaluate possible experts to assist in claim evaluation and possible testimony	0.70
	LEA	Confer with C. Feig re status of damages analysis and possible strategy; Communicate with Pond5 regarding analysis of audio files and retention of possible expert; Draft detailed email to opposing counsel re: discovery issues and expert disclosures; Review correspondence from opposing counsel re: discovery issues.	3.10
07/26/2016	CHF	Review spreadsheet provided by client regarding meta data for uploaded files from ckennedy342	1.30
	CHF	E-mails from/to L. Altenbrun regarding meta data issue	0.40
	LEA	Review and analyze spreadsheet from clients with metadata; Communicate with C. Feig re metadata.	1.10
07/27/2016	JH	Review minute order setting trial and related dates and correspondence from C. Heidelberg in preparation for drafting stipulated motion to extend expert disclosure deadline.	0.20
	JH	Draft stipulated motion and proposed order extending expert disclosure deadline.	0.70
	JH	Draft amended notice of deposition of plaintiff at request of L. Altenbrun.	0.20
	JH	Review counsel e-mails (4) regarding proposed stipulated motion to extend expert disclosure deadline.	0.20
	JH	Attend to e-filing stipulated motion to extend expert disclosure deadline.	0.20
	JH	Forward Word version of proposed order to extend expert disclosure deadline to Judge Rothstein as required by Local Rule 7.	0.10
	JH	Calculate and update corresponding attorneys' calendars with new dates for expert disclosure, rebuttal expert disclosures, plaintiff's deposition, plaintiff's responses to Pond5's first discovery requests, and plaintiff's responses to Pond5 second discovery request per agreement and stipulation of counsel memorialize in C. Heidelberg's 7/25/16 e-mail as requested by L. Altenbrun.	0.40
	JH	Review/analyze spreadsheet sent by T. Crary regarding metadata for ckenney uploads and prepare same for production.	0.20
	JH	Update production log with details of spreadsheet sent by T. Crary of metadata for ckenney uploads for future use in litigation.	0.10

Hishaw & Culbertson LLP

August 22, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117727

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
	CHF	Review spreadsheet of meta data related to ckennedy342 uploads to evaluate obligation to produce	0.40	
	CHF	E-mails from/to L. Altenbrun regarding production of spreadsheet regarding metadata related to ckennedy342's uploads/analysis of work-product issue	0.40	
	CHF	Review draft stipulation extending discovery deadlines and e-mails to/from opposing regarding same	0.20	
	CHF	Review CV of Mark Pedigo (RGL) as possible damages expert	0.40	
	LEA	Communicate with staff re: plaintiff's deposition and expert disclosure deadline; Edit and revise stipulated motion; Communicate with opposing counsel re: stipulated motion; Communicate with clients re: discovery issues.	1.20	
07/29/2016	JH	Review notice from court regarding granting of stipulated motion to extend expert disclosure deadline and compare to motion to confirm Court granted asked for date.	0.10	
	JH	Revise amended notice of deposition in light of Court's granting of stipulated motion.	0.20	
	JH	Communicate with L. Altenbrun regarding next steps.	0.10	
	JH	Attend to serving amended notice of deposition of plaintiff on all counsel.	0.20	
	CHF	Review invoice from mediator and process for payment	0.30	
		For Current Services Rendered	67.80	15,727.00

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	35.00	\$265.00	\$9,275.00
Curt H. Feig	16.80	265.00	4,452.00
Jeanette Hendricks	16.00	125.00	2,000.00

Advances

07/20/2016	Teris INV SEA38883: 372 B&W blowbacks; 34 slipsheets	67.92
07/28/2016	Hillis Clark Martin & Peterson INV 199042: Mediation fee (50/50 share of \$4,225.00 total)	2,112.50
	Total Advances	2,180.42
	Total Current Work	17,907.42
	Previous Balance	\$66,749.35
	Balance Due	<u>\$84,656.77</u>

Federal Tax ID: 20-1610786

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Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

September 19, 2016
 Our File Number: 1319-0001M
 Statement/Invoice No.: 117814

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 08/31/2016

			Hours
08/02/2016	CHF	Analyze issues regarding demand for metadata and evaluate response to opposing	0.70
	LEA	Communicate with C. Feig regarding disclosure of metadata; Communicate with opposing counsel regarding metadata; Review spreadsheet from client regarding metadata.	0.70
08/04/2016	LEA	Review correspondence from opposing counsel regarding metadata; Communicate with T. Crary regarding metadata.	0.60
08/08/2016	LEA	Review correspondence from opposing counsel regarding deposition topics.	0.30
08/09/2016	JH	Review all electronic file materials for possible documents helpful for L. Altenbrun's preparation for upcoming T. Crary deposition.	0.60
	JH	E-mail to L. Altenbrun with list of possible documents for deposition preparation for T. Crary deposition.	0.20
	JH	Review documents produced by Pond5 and update production log with missing dates of production.	0.40
	JH	30(b)(6) deposition preparation: review/analyze and select (1) all e-mails related to metadata issue from T. Crary, D. Rosen, C. Heidelberg, N. Power, L. Altenbrun, and M. Khorasani; (2) all documents (spreadsheets, declaration) related to metadata issue; (3) all summary judgment briefing; (4) previous 30(b)(6) deposition and exhibits of T. Crary; (5) complaint, exhibits to complaint, and Pond5's answer, (6) all discovery propounded by Pond5 and plaintiff; (6) all discovery responses and supplements by Pond5; (7) all documents produced by Pond5; and (7) and all documents	

Hishaw & Culbertson LLP

September 19, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117814

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	produced by plaintiff and create and organize thumb drive of same for deposition preparation and use at deposition of T. Crary on 8/16/16.	4.20
CHF	Review e-mail from opposing regarding identification of infringing sound files and review declaration of Hempton including sound file comparisons and conclusions regarding infringing files	0.80
LEA	Review and analyze declaration of plaintiff and supporting documents; Communicate with client regarding audio files, deposition, and Hempton declaration; Communicate with J. Hendricks regarding deposition preparation.	1.50
08/10/2016	JH Review e-mails from L. Altenbrun and D. Rosen regarding deposition prep.	0.10
	JH Set up conference call for D. Rosen, T. Crary, and L. Altenbrun for deposition prep on August 12.	0.10
	JH Circulate e-mail to T. Crary, D. Rosen, L. Altenbrun, and C. Feig for conference call on 8/12/16.	0.10
	JH Review production of .wav files from plaintiff on 2/5/16 with attention to metadata in same in light of plaintiff's allegations concerning metadata in Pond5's production of files uploaded by user ckennedy.	0.20
	JH E-mail to L. Altenbrun/C. Feig regarding plaintiff's production of .wav files, metadata issues, and logistics of copying for working copy purposes for deposition prep/discovery discussions with plaintiff in light of size of files (24.86 GB).	0.20
CHF	Analyze issues related to demand for customer lists and possible alternatives; research re: possibility of recovery of attorney fees for denial of demand for customer lists	2.40
SLT	Confer with L. Altenbrun about the plaintiff's request for Pond5's customer lists; research the discoverability of customer lists and the possibility of sanctions for the failure to disclose the same; draft a detailed memo to L. Altenbrun analyzing research.	3.70
LEA	Review and analyze data relied upon by plaintiff as proof of infringement of audio tracks uploaded by ckennedy; Draft detailed email to C. Feig regarding possible issues with plaintiff's declaration; confer with S. Trivett regarding analysis of relevant case law pertaining to issue of disclosure of customer lists and whether sanctions could be sought; Communicate with J. Hendricks regarding files and data and documents needed for New York trip; Communicate with J. Hendricks regarding status of Motion for Summary Judgment; Communicate with clients regarding customer list; Communicate with C. Feig regarding metadata; Draft and revise email to opposing counsel regarding customer lists; Review and analyze memo from S. Trivett regarding customer lists; Review correspondence from D. Rosen regarding Audio Magic results.	6.20
08/11/2016	JH Review/analyze case docket and notice of re-note of Pond5's motion for summary judgment, review Legal research 7(b)	

Hishaw & Culbertson LLP

September 19, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117814

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	regarding contacting Judge if no ruling on motion within 45 days, review Judge Rothstein's Courtroom Procedures Order, calculate number of days since noting date of Pond5's summary judgment hearing and number of days since assigned to Judge Rothstein -- in preparation for call Judge Rothstein's case administrator.	0.40
JH	Leave detailed telephone message for Judge Rothstein's case administrator inquiring into status on ruling on Pond5's summary judgment motion.	0.10
JH	Locate and forward "owl hoot" .wav file uploaded by ckennedy to attorney L. Altenbrun.	0.10
JH	Gather exhibits from previous (30)(b)(6) deposition of Pond5 and prepare same for use by L. Altenbrun/T. Crary for upcoming deposition prep and deposition.	1.20
JH	Copy sound files produced by G. Hempton onto thumb drive for 30(b)(6) deposition preparation.	0.40
LEA	Draft and revise letter to opposing counsel regarding disclosure of customer list; Plan and prepare for FRCP 30(b)(6) deposition; Review correspondence from opposing counsel regarding deposition; Communicate with clients regarding metadata; Communicate with J. Hendricks and C. Feig regarding metadata and customer lists; Brief legal research regarding disclosure of customer lists under DMCA.	6.90
08/12/2016	JH Review/analyze Pond5 Licensing Agreement and previous version produced of same which was missing p. 2, Bates number same.	0.40
	JH Produce renumbered Pond5 Licencing Agreement with explanatory e-mail to all counsel.	0.20
	JH Update/index production log with Pond5 Licensing Agreement for future use in litigation.	0.10
	JH Prepare additional documents for use in deposition preparation.	0.40
	JH Locate and forward transcript of T. Crary's previous (3/22/16) deposition to T. Crary via e-mail.	0.20
	JH Review file materials and gather additional documents requested by L. Altenbrun for deposition preparation, work with spreadsheet of files uploaded by ckennedy to provide printed version of portions requested.	1.40
	JH Continue work with spreadsheet of files uploaded by ckennedy, including totaling selected columns and shrinking columns, to provide printed version of portions requested by L. Altenbrun.	0.80
	JH Review e-mails from M. Khorasani and M. Crary regarding metadata issue, select e-mails from same requested by L. Altenbrun, and forward to L. Altenbrun.	0.40
	CHF Analyze issues related to production of meta data in preparation for 30(b)(6) deposition of Pond5	1.40
	LEA Communicate with T. Crary regarding metadata in audio files; Review and analyze discovery documents and pleadings for use in FRCP 30(b)(6) deposition of Pond5; Draft extensive outline for deposition preparation; Review deposition topics; Telephone conference with D. Rosen and T. Crary to prepare for depositions;	

Hishaw & Culbertson LLP

September 19, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117814

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		Communicate with opposing counsel regarding deposition objections; Communicate with J. Hendricks regarding discovery supplement and metadata issues.	5.90
08/14/2016	LEA	Travel to New York for depositions of Pond5; Continue to plan and prepare for depositions during travel.	8.90
08/15/2016	JH	Review/analyze production log, e-mail, and file history to determine whether we produced corrected version of PON 000371-529.	0.40
	JH	Report to L. Altenbrun in e-mail regarding corrected replacement of PON 000371-529 and history regarding production of same.	0.10
	LEA	Travel to Pond5 and meet extensively with T. Crary to prepare for deposition, including preparation for 30 topics; Review previous deposition transcript for use in preparation for deposition; Meet with M. Pace regarding analysis of uploads by ckennedy and other deposition topics; Plan and prepare for meetings with Pond5.	9.70
08/16/2016	CHF	E-mails and telephone conference with L. Altenbrun regarding issues in deposition and results	0.30
	LEA	Prepare for and attend FRCP 30(b)(6) deposition of Pond5; Meet with T. Crary and D. Rosen regarding deposition and overall case status and strategy; Telephone conference with C. Feig regarding deposition results and case strategy.	7.90
08/18/2016	JH	Review/analyze thumb drive received from opposing counsel with sound files.	0.30
	JH	Report (via e-mail) to L. Altenbrun and C. Feig on sound files delivered from opposing counsel.	0.20
	JH	Review problems with .wav files received 8-17-16, enlist legal assistant to look at .wav files, e-mails from/to L. Altenbrun regarding same.	0.40
	JH	E-mails to/from M. Khorasani regarding problems with production of .wav files received from plaintiff.	0.20
	JH	Draft e-mail to C. Heidelberg regarding problems with .wav files as requested by L. Altenbrun.	0.40
	CHF	E-mails from/to L. Altenbrun / JH/ MK regarding difficulties with produced files of plaintiff's claimed copyrighted works	0.40
	LEA	Return travel from New York following corporate depositions of Pond5; Review correspondence from opposing counsel regarding disclosure of audio files; Communicate with J. Hendricks regarding audio files.	8.90
08/19/2016	JH	E-mails to/from L. Altenbrun regarding problems with .wav files on plaintiff's latest production.	0.40
	JH	Discussion with paralegal from opposing counsel's office regarding problems with .wav files from plaintiff's production.	0.30
	JH	E-mails to from paralegal for opposing regarding problems with .wav files.	0.20
	JH	Lengthy e-mail to M. Khorasani (IT expert) regarding issues with	

Hishaw & Culbertson LLP

September 19, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117814

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		sound files.	0.40
	CHF	Analyze issues regarding unplayability of certain files produced by plaintiff as documentation of plaintiff's ownership of alleged infringing sound files	0.80
	LEA	Communicate with opposing counsel regarding disclosure of audio files; Communicate with J. Hendricks regarding audio files; Communicate with C. Feig regarding ownership of audio files.	0.60
08/22/2016	JH	Work with paralegal C. Cunningham regarding issues related to invalid files on thumb drive.	0.70
	JH	Telephone calls to/from and e-mails from/to M. Khorasani regarding issues related to problems with .WAV files received from plaintiff.	0.40
	JH	Telephone calls to/from and meeting with Kyle from Inventus regarding copying flashdrive from plaintiff using a program that will preserve all metadata.	0.30
	CHF	Analyze issues regarding identification of alleged infringing sound files and issues regarding alleged ownership by plaintiff	0.50
	LEA	Communicate with J. Hendricks regarding audio files provided by plaintiff; Review and analyze files.	0.80
08/23/2016	CHF	Telephone conference with Matt Ferlazzo regarding status and inquiry from broker	0.40
08/24/2016	JH	Review copy of plaintiff's .wav files received 8/17/16 duplicated by Inventus using Robocopy in preparation for sending same to T. Crary.	0.40
	JH	Draft letter to T. Crary with plaintiff's 8-17-16 production of .wav files.	0.20
	JH	Attend to sending 8-17-16 production of .wav files via FedEx to T. Crary.	0.20
	LEA	Confer with C. Feig regarding status update and experts; Communicate with J. Hendricks regarding audio files.	0.30
08/29/2016	JH	Review/analyze transcript of second 30(b)(6) deposition of Pond5, exhibits, and correspondence from court reporter in preparation for forwarding to client.	0.20
	JH	Forward 30(b)(6) deposition transcript via e-mail with correction sheet and instructions for returning same to T. Crary.	0.20
	CHF	Review e-mail from opposing regarding issues for possible motions practice (discovery and amendment of complaint) and analyze issues regarding position on other customer names/identification	0.30
	LEA	Review correspondence from R. Townsend regarding discovery and request to amend complaint; Confer with C. Feig regarding case strategy; Communicate with clients regarding review of files and plaintiff's demands; Brief review of Crary deposition.	1.90
08/30/2016	LEA	Communicate with clients regarding proposed response to plaintiff;	

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Hishaw & Culbertson LLP

September 19, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117814

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
		Legal research regarding damages issues, number of "works" infringed, attorneys' fees, and willfulness; Draft and revise proposed response to plaintiff's demand for customer list; Analyze plaintiff's request to amend complaint under FRCP 15 and 16.	3.70	
08/31/2016	LEA	Communicate with opposing counsel regarding customer lists and motion to amend; Continue to analyze legal issues pertaining to statutory damages, including case law analyzing albums as compilations and the amount of a potential award; Draft and revise detailed status update to clients; Communicate with Pond5 regarding customer list; Communicate with opposing counsel regarding customer list.	5.20	
		For Current Services Rendered	99.80	23,672.50

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	70.00	\$265.00	\$18,550.00
Curt H. Feig	8.00	265.00	2,120.00
Jeanette Hendricks	18.10	125.00	2,262.50
Shannon L. Trivett	3.70	200.00	740.00

Advances

08/25/2016	TERIS INV SEA39088: Hard Drive duplication - 2	232.69
	Total Advances	232.69
	Total Current Work	23,905.19
	Previous Balance	\$84,656.77

Payments

09/12/2016	Payment received, check 32303, thank you.	-12,654.00
09/12/2016	Payment received, check 32303, thank you.	-9,241.50
09/12/2016	Payment received, check 32330, thank you.	-32,127.35
09/12/2016	Payment received, check 32330, thank you.	-12,726.50
	Total Payments	-66,749.35
	Balance Due	<u>\$41,812.61</u>

NICOLL BLACK & FEIG PLLC

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October 10, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117870

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 09/30/2016

			Hours
09/01/2016	LEA	Continue to draft detailed status update to Underwriters; Communicate with opposing counsel regarding customer lists; Communicate with clients regarding case status; Communicate with C. Feig regarding status and strategy of customer lists and conference with court; Analyze case budget and scheduling order; Evaluate need for expert witnesses.	6.30
	CHF	Draft/revise status report/recommendations regarding strategy for resolution	1.40
	CHF	Analyze issues related to "number of works" issue for purposes of recommendations regarding value of claim	0.80
09/02/2016	LEA	Confer with C. Feig regarding overall case strategy and recommendations to clients; Plan and prepare for arguments before court regarding customer lists; Attend telephone conference with court (hearing date set for next week); Begin analysis of whether an album constitutes a single work for purposes of statutory damages under Copyright Act and what, specifically, is an "album."	3.90
	CHF	Preparation of Status Report and settlement recommendation	1.60
	CHF	E-mails to/from opposing regarding production of documents and and problems accessing ftp site for content	0.40
09/06/2016	JH	Review/analyze documents produced by plaintiff on 9-2-16 via Dropbox to get understanding of contents of same and review as possible deposition exhibits for upcoming deposition of G. Hempton.	0.80
	JH	Download documents and attorney working copy of documents	

Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117870

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		produced by plaintiff on 9-2-16 from Dropbox for use as deposition exhibits for upcoming deposition of G. Hempton.	0.40
	JH	Review/analyze, compare and contrast discovery responses served on 9/2/16 with "correct" discovery response served on 9/6/16 to determine differences at request of L. Altenbrun.	0.50
	JH	E-mail to J. Telegin at Breskin Johnson regarding changes to discovery requests.	0.10
	CHF	Review documents produced by plaintiff regarding additional alleged infringement by Pond5 and correspondence with European colleagues regarding possible impact on litigation	0.60
	LEA	Review and analyze plaintiff's responses, answer and objections to Pond5's first and second set os of documents; of written discovery requests, including over 2,000 pages of documents; Communicate with staff regarding "corrected" version of plaintiff's discovery responses and preparation for deposition of plaintiff; Confer with C. Feig regarding discovery responses; Communicate with Pond5 regarding possible action in Europe; analyze new allegation of infringement.	6.90
09/07/2016	JH	Review e-mails for notice of infringement letter at request of L. Altenbrun.	0.20
	CHF	E-mails regarding court's order regarding telephone discovery hearing/conference	0.50
	CHF	E-mails from/to opposing regarding joint statement to court for telephone discovery conference; draft/revise joint statement to set forth defendant's position and to join neutral statements	2.40
	LEA	Continue review of over 2,000 pages of documents disclosed by plaintiff; Begin preparing for deposition of G. Hempton; Draft deposition outline; Identify documents to use during Hempton deposition; Plan and prepare for discovery conference with Judge Rothstein; Confer with C. Feig regarding discovery conference and deposition; Confer with staff regarding deposition preparation; Communicate with clients regarding review of files; Edit and revise email to court regarding joint statement of discovery issues; Communicate with Pond5 regarding recent allegation of infringement; review agreements regarding confidentiality.	9.20
09/08/2016	CHF	Review order from court canceling discovery hearing	0.10
	CHF	Review plaintiff's second set of discovery served 9/8	0.20
	LEA	Plan and prepare for deposition of G. Hempton; continue drafting detailed deposition outline; Prepare for conference with court regarding discovery issues; Attend and take the deposition of Gordon Hempton.	10.60
09/09/2016	JH	Review/analyze motion to compel and motion to amend for further action.	0.20
	JH	Review Local Rules regarding requirements for motions to amend complaint and noting dates to determine if any errors in noting date or form of motion.	0.30

Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117870

Pond5 Copyright Litigation / Gordon Hempton

			Hours
	JH	Calculate opposition deadlines for both motion to compel and motion to amend complaint and inform C. Feig and L. Altenbrun of same.	0.10
	CHF	Preparation of supplemental status report reflecting deposition of plaintiff and renewing request for authority to hire experts	1.30
	CHF	Review/analyze Motion to Compel and Motion for leave to file amended complaint filed 9/8	1.80
	LEA	Draft brief update to Underwriters regarding plaintiff's deposition; Draft status report to clients; Brief review of motion to compel; Review motion for leave to amend complaint; Communicate with C. Feig regarding case stat	3.40
09/13/2016	SLT	Review the plaintiff's legal theory regarding the timing of copyright infringements with L. Altenbrun.	0.20
	LEA	Communicate with staff regarding opposition to motions; Confer with S. Trivett regarding analysis of copyright registrations.	0.40
09/14/2016	LEA	Communicate with clients regarding case status and strategy; Review and analyze motion to compel; Begin drafting response to motion to compel.	3.20
09/15/2016	JH	Begin draft of Pond5's opposition to plaintiff's motion to compel for completion by L. Altenbrun.	0.40
	JH	Begin draft of Pond5's opposition to plaintiff's motion to amend complaint for completion by L. Altenbrun.	0.40
	JH	Begin draft of declaration of T. Cray in support of Pond5's oppositions to plaintiff's motion to compel and motion to amend complaint.	0.40
	JH	Begin draft of declaration of L. Altenbrun in support of Pond5's oppositions to plaintiff's motion to compel and motion to amend complaint.	0.40
	JH	Review U.S. District Court Local Rules regarding page limits for oppositions and noting dates of motions in response to question from L. Altenbrun.	0.20
	JH	Review all documents submitted by plaintiff in support of both his motion to compel and motion to amend complaint in order to include as required in proposed orders.	0.40
	JH	Draft proposed order denying plaintiff's motion to amend complaint.	0.40
	JH	Draft proposed order denying plaintiff's motion to compel.	0.30
	JH	E-mail to court reporter regarding availability of Hempton transcript in case needed for oppositions to plaintiff's motions.	0.10
	LEA	Confer with K. Smith regarding motion for leave; Review previous research regarding legal standard and arguments against motion for leave to amend complaint; Analyze case law relied upon by plaintiff regarding motion to compel; Continue to draft response to motion to compel.	4.70
09/16/2016	SLT	Conduct legal research regarding copyrights infringement of	

Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117870

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	copyrighted sound recording samples.	4.00
CHF	Draft opposition to motion to compel/section regarding proportionality and balancing of benefits and burdens under new formulation of Rule 26	2.60
CHF	Draft/revise Opposition to Motion for Leave to File Amended Complaint	1.80
LEA	Draft, edit and revise opposition to motion to compel; Confer with C. Feig regarding opposition to motion to compel; Draft, edit and revise opposition brief to motion for leave to amend complaint; Communicate with C. Feig regarding opposition to motion for leave; Update clients regarding status of opposition briefs.	7.00
09/18/2016	LEA Edit and revise opposition briefs to motions to compel and motion for leave to amend complaint; Communicate with C. Feig regarding responses briefs; Communicate with clients regarding response briefs.	5.30
09/19/2016	JH Review/analyze opposition to motion to compel and motion to amend in preparation for drafting declaration of T. Crary and declaration of L. Altenbrun.	0.80
	JH Draft third declaration of T. Crary in support of oppositions to plaintiff's motions to compel to amend complaint.	1.40
	JH Draft declaration of L. Altenbrun in support of oppositions to plaintiff's motions to compel to amend complaint.	1.90
	JH Review/analyze spreadsheet for exhibit to Crary declaration and plan preparation of demonstrative exhibit.	0.30
	JH Prepare exhibits (22) to declaration of L. Altenbrun.	1.40
	JH Work with K. Smith on electronic filing of oppositions to motions to compel and amend complaint and all supporting declarations, exhibits, and proposed orders.	0.40
CHF	Draft/revise opposition to Motion to Compel and analyze issues regarding possible strategy in the event of losing	1.80
CHF	Draft/revise Opposition to Motion to Amend Complaint for filing 9/19	1.60
CHF	Analyze issues regarding number of works for purposes of damages analysis and issues regarding timing of copyright for purposes of claim for attorney fees	1.40
SLT	Conduct additional legal research regarding copyright infringement of derivative works.	0.90
LEA	Edit and revise response to motion to compel and response to motion for leave to file amended complaint; Draft and revise declaration of L. Altenbrun and Declaration of T. Crary in opposition to motions; Review all exhibits to declarations; Communicate with Pond5 regarding review and approval of response briefs and declarations; Confer with C. Feig regarding review of response briefs; Confer with J. Hendricks and K. Smith regarding briefs, declarations, and exhibits; Review proposed orders denying motions.	6.80
LEA	Prepare for and attend lengthy telephone conference with T. Crary,	

Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117870

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		newly appointed CEO of Pond5, and Pond5's outside counsel regarding overall case status, implications of motions, repercussions to Pond5 in the event that motion to compel is granted, settlement possibilities, and case strategy; Edit and revise liability analysis and send to Pond5 for review prior to telephone conference.	2.30
09/20/2016	CHF	Research re: Timing of Copyright Registration and impact on entitlement to statutory damages and analyze facts associated with Hempton's copyrights to evaluate current situation	2.50
	CHF	Revise e-mail to opposing regarding request for meet and confer and deficiencies in discovery responses	0.70
	LEA	Careful review of plaintiff's objections, responses, and answers to Pond5's first and second set of written discovery; Draft and revise detailed itemization of 20+ possible discovery violations; Draft and revise correspondence to opposing counsel regarding FRCP 37 conference; Confer with C. Feig regarding derivative issue of infringement and discovery issues.	5.90
09/22/2016	CHF	E-mails regarding meet and confer regarding deficient discovery responses from plaintiff	0.40
	SLT	Review detailed analysis and research assignment email from L. Altenbrun.	0.30
	SLT	Begin additional legal research in light of L. Altenbrun's recent analysis regarding derivative nature of plaintiff's QP compilation.	0.50
	LEA	Communicate with C. Feig regarding discovery; Communicate with opposing counsel regarding FRCP 37 conference; Draft email to Pond5 regarding analysis of audio files; Analyze issues involving derivative works and plaintiff's attempt to seek infringement based upon earlier works; Draft detailed email to S. Trivett regarding follow-up legal research.	3.50
09/23/2016	LEA	Communicate with opposing counsel regarding FRCP 37 conference.	0.20
09/26/2016	LEA	Review and analyze Hempton's reply brief in support of motion to compel, reply in support of motion for leave to amend, and declarations in support of motions; confer with C. Feig regarding reply briefs.	2.40
09/27/2016	CHF	Review Replies on Motion to Compel/Motion to Amend	1.40
	LEA	Draft update to Pond5 regarding: plaintiff's reply brief and status of litigation; Review plaintiff's second set of discovery and forward to clients; Communicate with M. Pace regarding technical analysis of files; Communicate with opposing counsel regarding FRCP 37 conference.	1.70
09/28/2016	SLT	Conduct legal research regarding derivative works and copyright registrations in light of LEA's questions.	4.30

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Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

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Pond5 Copyright Litigation / Gordon Hempton

			Hours	
	SLT	Begin drafting a detailed memorandum discussing legal research regarding derivative works and copyright registrations.	1.60	
	LEA	Lengthy telephone conference with M. Pace of Pond5 regarding analysis of audio clips; Correspond with M. Pace regarding discovery documents for use in analysis.	3.30	
09/29/2016	SLT	Finish researching derivative works and copyright registrations, specifically analyzing the applicability of the substantial similarity test.	1.60	
	SLT	Finish drafting the detailed memo analyzing research, specifically discussing the <i>DC Comics</i> case and the substantial similarity test.	2.00	
	LEA	Analyze memorandum from S. Trivett regarding derivative works; Prepare for and attend FRCP 37 conference with opposing counsel to discuss 25+ issues we identified with plaintiff's responses to discovery; Draft detailed summary of FRCP 37 conference; Confer with C. Feig regarding Rule 37 conference; Communicate with C. Feig regarding strategy for experts and status of requests to Underwriters.	4.80	
09/30/2016	CHF	E-mail to/from Matt Ferlazzo regarding retention of experts/status of motion to compel and motion to amend	0.40	
	CHF	Evaluate possible valuation experts	0.40	
	LEA	Research possible damages experts; Communicate with C. Feig regarding possible experts; Confer with C. Feig regarding discovery.	1.40	
		For Current Services Rendered	146.50	36,169.50

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	93.20	\$265.00	\$24,698.00
Curt H. Feig	26.10	265.00	6,916.50
Jeanette Hendricks	11.80	125.00	1,475.00
Shannon L. Trivett	15.40	200.00	3,080.00

Expenses

08/24/2016	Federal Express INV 5-533-95705: Express Delivery to Pond5 / T. Crary	47.34
	Total Expenses	47.34

Advances

09/10/2016	Buell Realtime Reporting INV 37623: Certified Transcript Costs for deposition of Thomas Crary Vol II	443.90
	Total Advances	443.90
	Total Current Work	36,660.74

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Hishaw & Culbertson LLP

October 10, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117870

Pond5 Copyright Litigation / Gordon Hempton

Previous Balance	\$41,812.61
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Balance Due	<u>\$78,473.35</u>
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NICOLL BLACK & FEIG PLLC

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November 07, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 117940

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 10/31/2016

			Hours
10/03/2016	JH	Review/analyze potential documents for expert consisting of G. Hempton deposition transcripts and exhibits.	0.30
	JH	Review stipulated confidentiality order as it pertains to confidentiality agreement to be signed by expert in light of fact that some excerpts and exhibits to G. Hempton deposition are marked confidential.	0.30
	JH	Communicate with K. Smith (4 emails) regarding "missing" exhibits to the deposition of G. Hempton.	0.20
	JH	Assemble documents to be put on ShareFile for expert, at request of L. Altenbrun.	0.30
	CHF	E-mails from/to Erik Kowalewsky regarding retention of experts	0.20
	CHF	Review / analyze potential expert bios to evaluate retention	0.80
	LEA	Telephone conference with D. Drews regarding possible retention as damages expert, potential issues to address in damages analysis, and anticipated budget; Communicate with J. Hendricks regarding preparation of documents for expert; Review protective order; Communicate with C. Feig regarding selection of expert.	2.40
10/04/2016	LEA	Communicate with C. Feig regarding experts.	0.10
	CHF	Analyze issues related to retention and disclosure of damages expert; evaluate necessity of primary versus rebuttal expert; evaluate possible experts	0.60
10/05/2016	CHF	Evaluate potential experts and advisability of retaining as primary or rebuttal	0.40
	LEA	Telephone conference with potential expert regarding opinions and budget; Draft status update to Underwriters regarding experts;	

Hishaw & Culbertson LLP

November 07, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117940

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		Confer with C. Feig regarding experts; Review correspondence from opposing counsel regarding discovery.	1.80
10/06/2016	LEA	Review analysis of audio from M. Pace; Communicate with C. Feig regarding status of experts; review retainer agreement sent by potential expert; Review correspondence from Underwriters regarding liability.	1.60
	CHF	Preparation of Status report to insurer regarding developments in lawsuit and expert issues	0.80
10/07/2016	CHF	E-mail to Erik Kowalewski regarding liability assessment and recommendations regarding retention of experts	0.40
	CHF	E-mails from/to opposing regarding extension of time for expert disclosures and for Pond5's response to discovery	0.40
10/10/2016	LEA	Review court order extending expert disclosure deadlines; Communicate with J. Hendricks regarding discovery.	0.30
10/11/2016	LEA	Communicate with clients regarding discovery responses and files uploaded by H. Kahn; Review analysis from M. Pace regarding whether ckennedy342 uploads match plaintiff's "QP Collection" files; Communicate with C. Feig regarding analysis of audio files performed by M. Pace; Communicate with M. Pace regarding analysis of ckennedy342 uploads.	2.20
10/14/2016	JH	Emails (5) to/from Kyle at Inventus regarding issues related to copying external hard drive for production in way that preserves all metadata.	0.30
	JH	Telephone call to and emails to/from IT consultant M. Khorasani regarding issues related to copying external hard drive for production in way that preserves all metadata.	0.30
	JH	Arrange for pick up of hard drive from Pond5 for cloning before production by Inventus.	0.30
	CHF	E-mail to/from M. Ferlazzo and E. Kowalewski regarding retainer for expert and budget	0.20
	CHF	Review e-mails to/from client regarding status or responses to discovery and hard drive contents for production 10/17	0.40
	LEA	Communicate with J. Hendricks regarding discovery responses and copying of hard drive; Communicate with M. Pace regarding files to be disclosed; Analyze data from T. Crary regarding sales associated with all aliases of C. Kahn; Draft and revise answers and responses to plaintiff's second set of discovery.	3.50
10/17/2016	JH	Review/analyze spreadsheet forwarded by T. Crary for production.	0.10
	JH	Communicate with L. Altenbrun and C. Feig regarding issues related to the spreadsheet forwarded T. Crary for production.	0.30
	JH	Prepare spreadsheet forwarded by T. Crary for production.	0.10
	JH	Update production log with documents for production.	0.10
	JH	Review/analyze discovery responses and finalize same for service	

Hishaw & Culbertson LLP

November 07, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117940

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		on opposing counsel.	0.40
	JH	Attend to incorporating verification page and serving Pond5's responses to plaintiff's second set of discovery along with responsive document (spreadsheet) being produced on all counsel of record.	0.30
	CHF	E-mails regarding production of upload/download spreadsheet in response to discovery request	0.30
	LEA	Review and revise discovery responses; Communicate with J. Hendricks regarding discovery; Review documents to be disclosed in discovery; Communicate with clients regarding discovery; Communicate with potential expert D. Drews regarding expert disclosures; Telephone conference with T. Crary regarding discovery.	2.60
10/18/2016	JH	Review/analyze hard drive sent by T. Crary and compare and contrast with copy of hard drive made by Inventus in preparation for production.	0.40
	JH	Label hard drive for production and update production log.	0.20
	JH	Draft letter to opposing counsel and attend to delivery of hard drive (audio files uploaded by Hassan Khan and WildAudioProductions, email copy to N. Power.	0.50
	LEA	Review summary of review of Kahn files drafted by J. Hendricks; Communicate with J. Hendricks and C. Feig regarding supplement to discovery.	1.40
10/19/2016	LEA	Draft budget estimate for discovery through remainder of case; Communicate with C. Feig regarding status of discovery and case budget.	0.30
10/20/2016	CHF	Preparation of budget/estimate through close of discovery	0.80
	CHF	E-mail to Erik Kowalewsky/Matt Ferlazzo regarding estimate/budget through close of discovery	0.10
10/25/2016	CHF	Review / analyze court's order granting Motion for Summary Judgment regarding DMCA defense and issues to consider in strategy for resolution/continued activity in trial court or appeal	1.60
	CHF	E-mails to/from Erik Kowalewsky regarding court's order granting Motion for Summary Judgment	0.20
	CHF	E-mails from/to client regarding status of Motion for Summary Judgment and strategy	0.30
	CHF	Review expert reports from plaintiff's experts served 10/25	1.40
	SLT	Review / analyze courts order granting Motion for Summary Judgment regarding DMCA defense.	0.70
	SLT	Briefly review plaintiff's expert disclosure.	0.30
	LEA	Review and analyze court's order granting Pond5's Motion for Summary Judgment; Communicate with C. Feig and J. Hendricks regarding Motion for Summary Judgment victory; Review and analyze expert reports submitted by plaintiff; Communicate with Pond5 regarding court's order granting Motion for Summary	

Hishaw & Culbertson LLP

November 07, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117940

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
		Judgment; Review correspondence from opposing counsel regarding expert disclosures.	3.90	
10/26/2016	CHF	Analyze issues regarding what remains in litigation and strategy for resolution based on Court's granting of Motion for Summary Judgment	0.80	
	CHF	Review/ analyze e-mail from opposing regarding expert issues in light of court's granting Motion for Summary Judgment	0.30	
	LEA	Analyze court's decision granting summary judgment; Review order to show cause; Consider possible alternative strategies for plaintiff; Research court's decision and how it will impact plaintiff's claims for injunctive relief; Draft analysis of DMCA's provisions related to injunctive relief surviving despite a defendant's entitlement to protection under safe harbor; Communicate with C. Feig regarding case status and strategy; Communicate with opposing counsel regarding expert disclosures and case status.	3.70	
10/27/2016	CHF	Analyze strategy in response to granting of Motion for Summary Judgment and what might remain in lawsuit to evaluate whether to make proposal to opposing for resolution	1.30	
	LEA	Confer with C. Feig regarding case status and strategy; Draft responses to plaintiff's third set of written discovery; Communicate with D. Drews regarding case status.	1.70	
10/31/2016	CHF	Preparation of status report to client posture following decision on Motion for Summary Judgment and recommendations for strategy going forward	0.80	
	LEA	Draft and revise detailed status update to clients regarding status of lawsuit, claims that survive summary judgment, possible alternative strategies of plaintiff, motion for attorneys' fees, and recommendations for proceeding; Communicate with C. Feig regarding status update; Review status of discovery; Communicate with J. Hendricks regarding possible motion for reconsideration and possible appeal of case; Review rules regarding interlocutory appeal; Review correspondence from clients regarding status update.	4.70	
		For Current Services Rendered	47.70	11,959.50

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	30.20	\$265.00	\$8,003.00
Curt H. Feig	12.10	265.00	3,206.50
Jeanette Hendricks	4.40	125.00	550.00
Shannon L. Trivett	1.00	200.00	200.00

Advances

09/21/2016 Zen Courier Services INV 6165: Rush Courier fee for delivery to US

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Hishaw & Culbertson LLP

November 07, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 117940

Pond5 Copyright Litigation / Gordon Hempton

District Court Clerk's office	<u>25.00</u>
Total Advances	<u>25.00</u>
Total Current Work	11,984.50
Previous Balance	\$78,473.35
Balance Due	<u>\$90,457.85</u>

Federal Tax ID: 20-1610786

NICOLL BLACK & FEIG PLLC

Attorneys
 1325 4th Ave, Ste 1650
 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
 EIN: 20-1610786
 www.nicollblack.com

Page: 1

December 05, 2016

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 118067

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 11/30/2016

			Hours
11/01/2016	CHF	Review information/analyze issues regarding identification/location/service on Hassan Kahn	0.20
	LEA	Communicate with C. Feig and J. Hendricks regarding status of service on H. Kahn.	0.40
11/03/2016	LEA	Communicate with expert regarding decision on Motion for Summary Judgment.	0.10
11/07/2016	JH	Review/revise Pond5's responses to plaintiff's third set of requests for production and forward to L. Altenbrun for approval.	0.30
	JH	Attend to serving Pond5's responses to plaintiff's third set of requests for production on all counsel.	0.30
	CHF	Review analyze Motion for Reconsideration filed 11/7	2.80
	LEA	Draft and revise objections to plaintiff's third set of written discovery; Communicate with J. Hendricks regarding discovery responses; Review and analyze motion for reconsideration; review and analyze plaintiff's response to order to show cause; communicate with J. Hendricks regarding local rules for motion for reconsideration.	3.10
11/08/2016	JH	Review/analyze Pond5's response to Court's order to show cause and motion for reconsideration in response to questions from L. Altenbrun/C. Feig.	0.30
	JH	Review/analyze Local Rules regarding page limits on motions for reconsideration and procedure for filing motion to file overlength brief should one be needed; calendar due date for motion to file overlength brief if needed.	0.60

Hishaw & Culbertson LLP

December 05, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 118067

Pond5 Copyright Litigation / Gordon Hempton

		Hours
	JH Review analyze Local and Federal Rules to determine whether response or rebuttal can be filed regarding plaintiff's response to order to show cause at request of L. Altenbrun.	0.60
	CHF Review Order dismissing ckenedy342 based on response to show-cause order	0.10
	CHF Review Order striking motion to compel as moot	0.10
	CHF Review Order requiring response to Motion for Reconsideration and setting briefing schedule	0.10
	CHF Begin analysis for opposition to motion for reconsideration to attack weakest points in light of page limitations	2.60
	CHF E-mail to Erik Kowalewsky regarding status and developments in connection with Motion for Summary Judgment/Motion for Reconsideration/Dismissal of ckenedy342	0.50
	LEA Review order regarding response to show cause; Review order regarding motion for reconsideration; Communicate with C. Feig regarding strategy for response to motion for reconsideration.	2.40
11/09/2016	JH Review/analyze plaintiff's letter to Judge Rothstein regarding oversize exhibit to response to order to show cause, review exhibits to response to order to show cause and Judge Rothstein's order regarding chambers procedures as regards motions for reconsideration and responses to motions for reconsideration in preparation for upcoming response to motion for reconsideration.	0.60
	SLT Review necessary additional legal research with C. Feig regarding plaintiff's motion for reconsideration.	0.50
	CHF Research re: relied on in Motion for Reconsideration and analysis of arguments in support in preparation for opposition	3.80
	CHF Preparation of Opposition to Motion for Reconsideration	1.60
	LEA Draft status update to Pond5; Communicate with C. Feig and J. Hendricks regarding motion for reconsideration.	1.10
11/10/2016	CHF Analyze arguments presented in Motion for Reconsideration to prepare response/opposition	3.20
	CHF Research re: regarding recent cases on "red-flag" notice and knowledge required to lose safe harbor defense under DMCA	1.70
	SLT Review the plaintiff's motion for reconsideration.	0.50
	SLT Review and analyze the case law relied upon by the plaintiff in his motion for reconsideration.	0.80
	SLT Conduct legal research regarding the use of expert testimony as "new facts" to justify a motion for reconsideration.	2.10
	SLT Draft a brief memo to C. Feig and L. Altenbrun regarding research.	0.70
	SLT Assess any additional research to be conducted with C. Feig.	0.20
	LEA Communicate with C. Feig and Pond5 regarding claims for equitable relief and motion for reconsideration.	0.80
11/11/2016	JH Review/analyze plaintiff's motion for reconsideration and the Court's minute order regarding a response by Pond5 in preparation for beginning draft of opposition, at request of C. Feig.	0.20
	JH Begin draft of Pond5's opposition to plaintiff's motion for	

Hishaw & Culbertson LLP

December 05, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 118067

Pond5 Copyright Litigation / Gordon Hempton

			Hours
		reconsideration for completion by C. Feig/L. Altenbrun, at request of C. Feig.	0.40
	SLT	Review C. Feig's analysis of the plaintiff's expert report submitted with the plaintiff's motion for reconsideration.	0.30
	LEA	Communicate with C. Feig regarding plaintiff's expert reports and response to motion for reconsideration; Analyze plaintiff's expert reports.	1.30
11/14/2016	CHF	Review Motion for Reconsideration and Mike Pace's analysis of Virotek report in preparation for telephone conference with client to discuss opposition to Motion for Reconsideration	0.80
	CHF	Telephone conference with client regarding opposition to motion for reconsideration/strategy for resolution	0.70
	CHF	Review deposition of Tom Crary to evaluate quotations used in Motion for Reconsideration in preparation for drafting opposition	2.30
	CHF	Preparation of opposition to Motion for Reconsideration	2.80
	LEA	Prepare for and attend telephone conference with M. Pace, T. Crary, C. Feig, and D. Rosen regarding motion for reconsideration and case strategy; Analyze past testimony and evidence regarding metadata and discuss with C. Feig.	2.60
11/15/2016	JH	Review/analyze production log, discovery responses dated 4/28/16, and emails concerning production of files uploaded by ckennedy342 in order to response to question by C. Feig (and confirm correctness of response) about what date the uploaded audio files were produced (for use in opposition to motion for reconsideration).	0.40
	JH	Review and respond to email from C. Feig regard date of production of audio files.	0.10
	JH	Search document productions and emails for sold files metadata spreadsheet from T. Crary, ast requested by C. Feig.	0.60
	CHF	Draft Opposition to Motion for Reconsideration	3.90
	CHF	Telephone conference with Tom Crary regarding facts alleged in Motion for Reconsideration and information to correct record	0.40
	CHF	E-mails from/to Tom Crary regarding facts related to metadata associated with uploaded files	0.30
	LEA	Communicate with C. Feig and J. Hendricks regarding metadata issues; Review correspondence from T. Crary regarding metadata.	0.80
11/17/2016	CHF	Draft Opposition to Motion for Reconsideration of Order Granting Motion for Summary Judgment	5.80
11/18/2016	SLT	Draft brief memo to C. Feig regarding additional supporting cases in support of Pond5's response to plaintiff's motion for reconsideration.	0.40
	CHF	Continued revision to draft opposition to motion for reconsideration	3.50
	CHF	Compile factual support for arguments in Opposition to Motion for Reconsideration	2.30
	LEA	Edit and revise opposition brief to motion for reconsideration;	

Hishaw & Culbertson LLP

December 05, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 118067

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
		Communicate with C. Feig regarding opposition brief.	4.40	
11/20/2016	LEA	Edit and revise opposition brief to motion for reconsideration; Correspondence with C. Feig regarding response brief.	2.20	
11/21/2016	JH	Review/analyze Pond5's opposition to motion for reconsideration and conform to Local Rules and firm practice standards.	0.80	
	JH	Begin draft of Feig declaration in support of opposition to plaintiff's motion for reconsideration at request of C. Feig.	0.30	
	CHF	Preparation of Brief in Opposition to Motion for Reconsideration; revise draft; research regarding admissibility of expert opinion and relevance of expert opinion on reasonable person standard	4.30	
	SLT	Review and finalize citations to authority in the final draft of the response to motion for reconsideration with C. Feig.	0.40	
	LEA	Edit and revise response to motion for reconsideration; Confer with C. Feig regarding strategy for response; Communicate with J. Hendricks regarding response.	2.10	
11/22/2016	JH	Gather exhibits to Feig declaration in support of opposition to plaintiff's motion for reconsideration, highlight referenced portions and redact ER 904 protected information, label as exhibits and prepare for efilng,	1.80	
	JH	Extract additional pages from Crary deposition transcript Vol. 2 and make revisions/additions for use as declaration exhibit as instruction by C. Feig.	0.40	
	JH	Final edits to opposition in preparation for efilng.	0.60	
	JH	Review Local Rules and advise C. Feig/L. Altenbrun regarding font size in section 4.	0.20	
	JH	Attend to efilng opposition, supporting declaration, and exhibits with U.S. District Court.	0.40	
	CHF	E-mail to E. Kowalewski regarding status report to carrier and update on Motion for Reconsideration Briefing	0.70	
	CHF	Preparation of deposition testimony and e-mails for supporting exhibits to Opposition to Motion For Reconsideration	2.60	
	CHF	Revise Opposition to Motion for Reconsideration for finalizing and filing 11/22	2.80	
	CHF	E-mails to/from client regarding Opposition to Motion for Reconsideration	0.40	
	SLT	Conduct brief legal research regarding expert opinions based on speculation.	0.50	
	SLT	Draft brief memo to C. Feig regarding expert reports based on speculation.	0.10	
	LEA	Communicate with J. Hendricks and C. Feig regarding opposition brief; Final review of brief; Review status update to Underwriters; Communicatawith Pond5 regarding approval of brief; Review Declaration of C. Feig.	2.70	
		For Current Services Rendered	89.70	22,102.00

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Hishaw & Culbertson LLP

December 05, 2016

Our File Number: 1319-0001M

Statement/Invoice No.: 118067

Pond5 Copyright Litigation / Gordon Hempton

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	24.00	\$265.00	\$6,360.00
Curt H. Feig	50.30	265.00	13,329.50
Jeanette Hendricks	8.90	125.00	1,112.50
Shannon L. Trivett	6.50	200.00	1,300.00

Advances

09/21/2016	Buell Realtime Reporting INV 37946: Court Reporter and Certified Transcript Costs for deposition of Gordon Hempton	2,093.75
10/18/2016	Zen Couriers INV 6225: Courier fee for delivery to Breskin Johnson & Townsend	37.50
10/30/2016	TERIS INV 020071: Hard Drive copy	219.20
	Total Advances	2,350.45
	Total Current Work	24,452.45
	Previous Balance	\$90,457.85

Payments

12/02/2016	Payment received, check 32572, thank you.	-17,907.42
12/02/2016	Payment received, check 32572, thank you.	-23,905.19
	Total Payments	-41,812.61
	Balance Due	<u>\$73,097.69</u>

NICOLL BLACK & FEIG PLLC

Attorneys
 1325 4th Ave, Ste 1650
 Seattle, WA 98101
 Tel: 206-838-7555/Fax: 206-838-7515
 EIN: 20-1610786
 www.nicollblack.com

Page: 1

January 23, 2017

Hishaw & Culbertson LLP
 One California St., 18th Floor
 San Francisco CA 94111

Our File Number: 1319-0001M
 Statement/Invoice No.: 118205

Attn: Erik Kowalewsky

Pond5 Copyright Litigation / Gordon Hempton

Insured: Pond5 Inc.
 Adverse: Gordon W. Hempton
 Policy No.: ESD04104090
 CFC Ref. No.: C001ESD04104090

For Services Through 12/31/2016

			Hours
12/02/2016	CHF	Review Reply on Motion for Reconsideration and "Supplemental" brief on various motions to evaluate a strategy for response	1.30
	LEA	Review and analyze plaintiff's supplemental brief and supporting documents; Review and analyze plaintiff's reply in support of motion for reconsideration.	1.90
12/05/2016	CHF	Analyze issues for proper response to plaintiff's "supplemental" brief regarding various motions	0.80
	LEA	Confer with C. Feig regarding supplemental brief, reply brief, and strategy for proceeding in response to supplemental brief; Analyze procedural rules that might apply to plaintiff's supplemental brief; Begin drafting motion to strike plaintiff's supplemental brief and related documents.	2.40
12/06/2016	JH	Review/analyze motion to strike,	0.20
	JH	Review Court's Order Regarding Court Procedures and suggest additions to motion to strike to L. Altenbrun.	0.40
	JH	Review U.S. District Court, W.D. Wash. Local Rules regarding motions in general and motions to strike to determine noting date and review procedural issues.	0.20
	JH	Alert L. Altenbrun and C. Feig to Court's discouragement of motions to strike as separate motions and rule regarding incorporating motions to strike into responses/replies/surreplies instead.	0.20
	JH	Draft proposed order to accompany motion to strike.	0.40
	CHF	Draft/revise Response to Supplemental Submission filed by plaintiff	1.30

Hishaw & Culbertson LLP

January 23, 2017

Our File Number: 1319-0001M

Statement/Invoice No.: 118205

Pond5 Copyright Litigation / Gordon Hempton

			Hours	
	LEA	Draft and revise motion to strike plaintiff's supplemental submission and related pleadings; Analyze possible legal bases for plaintiff's supplemental submission; Communicate with C. Feig regarding motion to strike; Communicate with J. Hendricks regarding noting date and form of response to supplemental submission.	4.90	
12/07/2016	JH	Review and edit response to plaintiff's supplemental submission in preparation for efilng.	0.60	
	JH	Attend to efilng response to plaintiff's supplemental submission on court's website.	0.20	
	CHF	Finalize Response to Supplemental Submission from plaintiff	0.30	
	LEA	Edit and revise response brief in opposition to plaintiff's supplemental submission; Communicate with staff and C. Feig regarding response brief.	1.00	
12/13/2016	CHF	Telephone conference with Matt Ferlazzo regarding status report and budget for appeal	0.20	
12/14/2016	CHF	Preparation of status report and budget to insurer	0.60	
	LEA	Communicate with C. Feig regarding case status and strategy; Draft and revise case budget for appeal; Draft and revise status update to Underwriters.	1.90	
12/15/2016	LEA	Draft and revise status update to Pond5.	0.70	
		For Current Services Rendered	19.50	4,859.50

Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Larry E Altenbrun	12.80	\$265.00	\$3,392.00
Curt H. Feig	4.50	265.00	1,192.50
Jeanette Hendricks	2.20	125.00	275.00

Expenses

07/19/2016	Purchase of (3) 60 GB USB drives for working copies of .wav files	97.51
	Total Expenses	97.51
	Total Current Work	4,957.01
	Previous Balance	\$73,097.69

Payments

12/28/2016	Payment received, check 32659, thank you.	-36,660.74
12/28/2016	Payment received, check 32659, thank you.	-11,984.50
	Total Payments	-48,645.24

Page: 3

Hishaw & Culbertson LLP

January 23, 2017

Our File Number: 1319-0001M

Statement/Invoice No.: 118205

Pond5 Copyright Litigation / Gordon Hempton

Balance Due

\$29,409.46

EXHIBIT 4



28330 Network Place
Chicago, IL 60673-1283
(866) 528-0570

LexisNexis, a division of Reed Elsevier Inc
For itself or its affiliates

Nicoll Black & Feig PLLC
Attn: Hilary Wilkinson
1325 Fourth Avenue
Suite 1650
WA 98101 USA



Invoice

Due Date: 3/20/2016

Amount Due: USD \$65.60

Invoice Number 1289954-20160229

Invoice Date Feb 29, 2016

Account Number 1289954

Terms Net 20

Representative Don Wiesenmiller

Billing Period 2/1/2016 to 2/29/2016

Previous Balance

Amount

Total \$73.92

Payments, Credits & Adjustments

2/16/2016 Check: 10802 (\$73.92)

Total (\$73.92)

New Activity Summary

2/29/2016	1 Person Search	\$2.25
2/29/2016	1 People at Work Search	\$2.70
2/29/2016	4 Advanced Person Searches (Rollup)	\$10.80
2/29/2016	3 Flat Rate Comprehensive Reports	\$44.10
2/29/2016	Sales Tax	\$5.75

Total \$65.60

Account Summary

Previous Balance	\$73.92
New Activity	\$65.60
Payments, Credits & Adjustments	(\$73.92)
Total Due	\$65.60

Please include your full invoice number on all remittance to ensure proper credit.

Questions about your bill?
(866) 528-0570

LNBilling@lexisnexis.com

To view account activity details online:
1. Log on to <http://www.accurant.com>
2. Go to "My Account" menu
3. Click on "Billing Info"
Note: Only Systems Administrators can view account details

Please Remit Payment To:
LexisNexis Risk Solutions
Account # 1289954
28330 Network Place
Chicago, IL 60673-1283

PLEASE NOTE OUR NEW REMIT TO ADDRESS.

1089.0015 \$ 17.40
1319.0001 - 17.40
1235.0002 - 17.40
1307.0001 - 2.70
1149.0011 - 4.95
} plus tax

Billing Period: 02/01/16 - 02/29/16

Login ID	Activity	Search Criteria	Reference Code	Date & Time (EDT)	Price
REDACTED					
jah816	Advanced Person Search	GORDON HEMPTON WA	1319.0001	Feb 9 2016 3:28PM	2.7
jah816	Flat Rate Comprehensive Report	GORDON W HEMPTON 1044974489	1319.0001	Feb 9 2016 3:30PM	14.7
REDACTED					



Invoice Number	Invoice Date	Account Number
5-341-12835	Mar 04, 2016	3034-6398-4

Page
3 of 3

FedEx Express Shipment Detail By Paper Type (Original)

Ship Date: Feb 23, 2016

Ref.#2:

Payor: Shipper

Ref.#3:

- Fuel Surcharge - FedEx has applied a fuel surcharge of 0.75% to this shipment.
- Distance Based Pricing

Automation	INT		
Tracking ID	775		
Service Type	Fed		
Package Type	Fed		
Zone	04		
Packages	1		
Rated Weight	N/A	Transportation Charge	17.04
Delivered	Feb 25, 2016 14:36	DAS Extended Comm	2.45
Svc Area	RM	Fuel Surcharge	0.16
Signed by	C.SCOTT	Automation Bonus Discount	1.70
FedEx Use	000000000/0001110/_	Courier Pickup Charge	
		Total Charge	

Ship Date: Feb 24, 2016

Cust. Ref.: 1319.0001

Ref.#2:

Payor: Shipper

Ref.#3:

- Fuel Surcharge - FedEx has applied a fuel surcharge of 0.75% to this shipment.
- Distance Based Pricing, Zone 8

Automation	INET	Sender	Recipient
Tracking ID	775725308650	Jeanette Hendricks	Tom Crary
Service Type	FedEx Standard Overnight	Nicoll Black & Feig	Pond5
Package Type	FedEx Envelope	1325 Fourth Avenue	155 Wooster St
Zone	08	SEATTLE WA 98101 US	NEW YORK CITY NY 10012 US
Packages	1		
Rated Weight	N/A		
Delivered	Feb 25, 2016 12:49	Transportation Charge	37.22
Svc Area	A1	Fuel Surcharge	0.25
Signed by	A.CASSIE	Automation Bonus Discount	-3.72
FedEx Use	000000000/0000266/_	Total Charge	USD \$33.75

Shipper Subtotal	USD	\$55.70
Total FedEx Express	USD	\$55.70

INVOICE

Larry E. Altenbrun
Nicol Black & Feig PLLC
1325 Fourth Avenue
Suite 1650
Seattle, WA 98101

1319.0001

Invoice No.	Invoice Date	Job No.
35322	4/11/2016	23031
Job Date	Case No.	
3/22/2016	3:15-CV-05696-DWC	
Case Name		
Hempton v. Pond5, Inc., et al.		
Payment Terms		
Due upon receipt		

Certified Copy of Transcript:

30(b)(6) Thomas Crary

166.00 Pages

498.00

Certified Electronic Transcript - E-Transcript or PDF Format

35.00

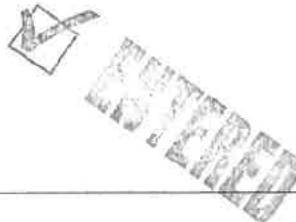
Exhibit Production

166.00

83.00

TOTAL DUE >>>**\$616.00**

We appreciate your business!

Check out our new and improved website - www.buellrealtime.com

Tax ID: 91-2101641

Please detach bottom portion and return with payment.

Larry E. Altenbrun
Nicol Black & Feig PLLC
1325 Fourth Avenue
Suite 1650
Seattle, WA 98101

Invoice No. : 35322
Invoice Date : 4/11/2016
Total Due : \$616.00

Remit To: **BUELL REALTIME REPORTING, LLC**
1325 Fourth Avenue
Suite 1840
Seattle, WA 98101

Job No. : 23031
BU ID : 1-MAIN
Case No. : 3:15-CV-05696-DWC
Case Name : Hempton v. Pond5, Inc., et al.



Teris LLC
1001 Fourth Avenue, Suite 2110
Seattle, WA 98154
206.521.8717
jwilliams@inventus.com

INVOICE

Date	Invoice #
7/20/2016	SEA38883

BILL TO:

Nicoll Black & Feig
1325 Fourth Avenue, STE 1650
Seattle, WA 98101

REMIT TO:

Teris LLC
P.O. Box 130114
Dallas Texas 75313

Taxpayer ID# 46-3559853

Client-Matter #	Case Name	Rep	Terms	Ordered By	Job #
1319.0001	1319.0001	RC	Net 30 Days	Jeanette Hendricks	SEA9476
Item	Quantity	Description	Rate	Amount	
		All invs to: dbonifant@nicollblack.com			
		7/1/2016, 372 blowback x 1, slipsheets.			
Blowbacks	34	Blowbacks: Slipsheets	0.03	1.02T	
Blowbacks	372	Blowbacks: Loose B&W	0.08	29.76T	
Labor (WA)	0.25	Labor	125.00	31.25T	
<div><input checked="" type="checkbox"/> ENTERED</div>					
<p>Confirmation of Agreement. Customer agrees to pay Teris the total amount due for the services and goods identified herein within the above specified terms for delivery of this invoice to the Customer. Teris' services are provided according to Teris' Standard Terms for Technology, Imaging, and Copying Services ("Standard Terms"), and any written Proposal or other written agreement between Teris and Customer related to the services which modify the Standard Terms, which are incorporated herein. I am authorized to make this Agreement for Customer.</p> <p>Received and Agreed: _____ Date: _____</p> <p>Please send copy of invoice with check or reference invoice number on check to designate application of payment.</p>				Subtotal	\$62.03
				Sales Tax (9.5%)	\$5.89
				Total	\$67.92
				Payment Received	\$0.00
				Balance Due	\$67.92

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Services Corporation
 999 Third Avenue, Suite 4600
 Seattle, WA 98104
 (206) 623-1745 Facsimile (206) 623-7789

July 28, 2016

Statement #: 199042

Nicoll Black & Feig PLLC
 Curt H. Feig
 1325 Fourth Avenue, Suite 1650
 Seattle, WA 98101-2506

HCMP Mediation/Arbitration**STATEMENTS SUMMARY**

Matter	Current Statement Total	Previous Balance Due	Payments and Trust Applications	Total Amount Due
Hempton / Pond5 - Mediation	4,225.00	0.00	0.00	4,225.00

The statement has been split in the following section between the billing parties according to agreed percentages. Please pay your portion of the total amount due as follows:

Billing Party	Billing %	Total Amount Due
Nicoll Black & Feig PLLC	50.00	2,112.50
Breskin Johnson & Townsend PLLC	50.00	2,112.50

Payment of current amounts is due 30 days from the date shown above. Interest accrues on past due amounts at the rate of 1% per month. Please refer to statement number when making payment.

F.I.D. #: 91-0870796
 THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS
 FOR WHICH WE HAVE NOT YET BEEN BILLED.

Statement # 199042

Page: 1

Law Offices

HILLIS CLARK MARTIN & PETERSON

A Professional Service Corporation
 999 Third Avenue, Suite 4600
 Seattle, WA 98104
 (206) 623-1745 Facsimile (206) 623-7789

July 28, 2016

Nicoll Black & Feig PLLC
 Curt H. Feig
 1325 Fourth Avenue, Suite 1650
 Seattle, WA 98101-2506

Matter ID 15999.580
 Statement Number 199042
 Services Through 7/28/2016

HCMP Mediation/Arbitration**Hempton / Pond5 - Mediation****PROFESSIONAL SERVICES**

7/4/2016	LDP	1.50	Review mediation submittals	
7/5/2016	LDP	5.00	Mediation preparation; mediation	
	Louis D. Peterson	6.50	hours at 650.00 \$/hour	4,225.00
			Total Current Fees	4,225.00

MATTERSUMMARY

Current Fees	4,225.00
Current Expenses	0.00
Current Interest	0.00
Current Statement Total	4,225.00
Previous Balance Due	0.00
Payments and Trust Applications	0.00
TOTALAMOUNT DUE	\$ 4,225.00



Teris LLC
1001 Fourth Avenue, Suite 2110
Seattle, WA 98154
206.521.8717
jwilliams@inventus.com

INVOICE

Date	Invoice #
8/25/2016	SEA39088

BILL TO:

Nicoll Black & Feig
1325 Fourth Avenue, STE 1650
Seattle, WA 98101

REMIT TO:

Teris LLC
P.O. Box 130114
Dallas Texas 75313
Taxpayer ID# 46-3559853

Client-Matter #	Case Name	Rep	Terms	Ordered By	Job #
1319.0001	1319.0001	RC	Net 30 Days	Jeanette Hendricks	SEA9691
Item	Quantity	Description	Rate	Amount	
		All invs to: dbonifant@nicollblack.com			
		8/23/2016, Media duplication x 2			
Hard Drive	2	Flash Drive	75.00	150.00T	
EDD-Tech Time (...)	0.5	EDD - Tech Time	125.00	62.50T	
<div><div><div><div></div><div></div></div><div>ENTERED</div></div></div>					
<p>Confirmation of Agreement. Customer agrees to pay Teris the total amount due for the services and goods identified herein within the above specified terms for delivery of this invoice to the Customer. Teris' services are provided according to Teris' Standard Terms for Technology, Imaging, and Copying Services ("Standard Terms"), and any written Proposal or other written agreement between Teris and Customer related to the services which modify the Standard Terms, which are incorporated herein. I am authorized to make this Agreement for Customer.</p> <p>Received and Agreed: _____ Date: _____</p> <p>Please send copy of invoice with check or reference invoice number on check to designate application of payment.</p>			Subtotal \$212.50		
			Sales Tax (9.5%) \$20.19		
			Total \$232.69		
			Payment Received \$0.00		
			Balance Due \$232.69		

**Invoice Number**

5-533-95705

Invoice Date

Sep 02, 2016

Account Number

3034-6398-4

Page

3 of 3

FedEx Express Shipment Detail By Payor Type (Original)**Ship Date:** Aug 24, 2016**Cust. Ref.:** 1319.0001**Ref.#2:****Payor:** Shipper**Ref.#3:**

- Fuel Surcharge - FedEx has applied a fuel surcharge of 2.50% to this shipment.
- Distance Based Pricing, Zone 8
- 1st attempt Aug 25, 2016 at 08:04 AM.
- Original address - 155 Wooster St/NEW YORK, NY 10012

Automation INET
Tracking ID 777073506199
Service Type FedEx Standard Overnight
Package Type FedEx Envelope
Zone 08
Packages 1
Rated Weight N/A
Delivered Aug 25, 2016 12:55
Svc Area A1
Signed by D.DOUBIN
FedEx Use 000000000/0000266/_

Sender
 Jeanette Hendricks
 Nicoll Black & Feig
 1325 Fourth Avenue
 SEATTLE WA 98101 US

Recipient
 Tom Crary
 Pond5
 251 PARK AVE
 NEW YORK CITY NY 10010 US

Transportation Charge	37.22
Address Correction	13.00
Automation Bonus Discount	-3.72
Fuel Surcharge	0.84
Total Charge	USD \$47.34

Shipper Subtotal	USD \$47.34
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Total FedEx Express	USD \$47.34
----------------------------	--------------------

INVOICE

Larry E. Altenbrun
Nicol Black & Feig PLLC
1325 Fourth Avenue
Suite 1650
Seattle, WA 98101



1319.0001

Invoice No.	Invoice Date	Job No.
37623	9/10/2016	24332
Job Date	Case No.	
8/16/2016	3:15-CV-05696-DWC	
Case Name		
Hempton v. Pond5, Inc., et al.		
Payment Terms		
Due upon receipt		

Certified Copy of Transcript:

30(b)(6) Thomas Cray - Volume II

124.00 Pages

384.40

Certified Electronic Transcript - E-Transcript or PDF Format

35.00

Exhibit Production

49.00

24.50

TOTAL DUE >>>**\$443.90**

We appreciate your business!

Check out our new and improved website - www.buellrealtime.com!

Tax ID: 91-2101641

Please detach bottom portion and return with payment.

Larry E. Altenbrun
Nicol Black & Feig PLLC
1325 Fourth Avenue
Suite 1650
Seattle, WA 98101

Invoice No. : 37623
Invoice Date : 9/10/2016
Total Due : **\$443.90**

Remit To: **BUELL REALTIME REPORTING, LLC**
1325 Fourth Avenue
Suite 1840
Seattle, WA 98101

Job No. : 24332
BU ID : 3-NATIONAL
Case No. : 3:15-CV-05696-DWC
Case Name : Hempton v. Pond5, Inc., et al.

Zen Couriers, LLC
 8506 11TH AVE NW
 SEATTLE, WA 98117
 (206)786-3613
 admin@zencouriers.com
 www.zencouriers.com



INVOICE

BILL TO

Nicoll Black & Feig
 1325 4th Ave. Ste. 1650
 Seattle, WA 98101
 United States

INVOICE # 6165

DATE 10/09/2016

DUE DATE 10/09/2016

TERMS Due on receipt

ACTIVITY	AMOUNT
Services Standard messenger service from Nicoll Black to King County Superior Court/Judge's mailroom. client matter:1346.0001. sec:Kaye. 9/8/16	25.00
Services ASAP messenger service from Nicoll Black to Hillis Clark Martin & Peterson. client matter:1224.0006. sec:Kaye. 9/16/16	37.50
Services ASAP messenger service from Nicoll Black to Gordon Tilden Thomas Cordell. client matter:1308.0001. 9/20/16	37.50
Services Rush messenger service from Nicoll Black to U.S District Court Clark's Office. client matter:1319.0001. 9/21/16	25.00
Services ASAP messenger service from Nicoll Black to Cozen O'Conner. client matter:1008.0054. 9/28/16	37.50

BALANCE DUE

\$162.50

INVOICE

Larry E. Altenbrun
 Nicoll Black & Feig PLLC
 1325 Fourth Avenue
 Suite 1650
 Seattle, WA 98101

1319.0001

Invoice No.	Invoice Date	Job No.
37946	9/21/2016	24872
Job Date	Case No.	
9/8/2016	3:15-CV-05696-DWC	
Case Name		
Hempton v. Pond5, Inc., et al.		
Payment Terms		
Due upon receipt		

Original and Rough Draft Transcript of:

Gordon Hempton with Confidential Excerpt	223.00 Pages	914.30
Attendance Fee	8.25 Hours	536.25
Rough Draft Transcript	220.00 Pages	299.20
Certified Electronic Transcript - E-Transcript or PDF Format		35.00
Exhibit Production	586.00	293.00
Delivery/Handling (Includes Filing of Original)		16.00
TOTAL DUE >>>		\$2,093.75

We appreciate your business!

Check out our new and improved website - www.buellrealtime.com!



ENTERED

Tax ID: 91-2101641

Please detach bottom portion and return with payment.

Larry E. Altenbrun
 Nicoll Black & Feig PLLC
 1325 Fourth Avenue
 Suite 1650
 Seattle, WA 98101

Invoice No. : 37946
 Invoice Date : 9/21/2016
 Total Due : \$2,093.75

Remit To: **BUELL REALTIME REPORTING, LLC**
1325 Fourth Avenue
Suite 1840
Seattle, WA 98101

Job No. : 24872
 BU ID : 1-MAIN
 Case No. : 3:15-CV-05696-DWC
 Case Name : Hempton v. Pond5, Inc., et al.

Zen Couriers, LLC
 8506 11TH AVE NW
 SEATTLE, WA 98117
 (206)786-3613
 admin@zencouriers.com
 www.zencouriers.com



INVOICE

BILL TO

Nicoll Black & Feig
 1325 4th Ave. Ste. 1650
 Seattle, WA 98101
 United States



INVOICE # 6225

DATE 11/03/2016

DUE DATE 11/03/2016

TERMS Due on receipt

ACTIVITY	AMOUNT
Services Standard messenger service to pickup at King County Superior Court to Nicoll Black. client matter:1069.0006. sec:Jeanette 10/4/16	30.00 ✓
Services ASAP messenger service from Nicoll Black to King County Superior Court/ Juvenile Court. client matter:1214.0010. sec:lan. 10/6/16	50.00 ✓
Services ASAP messenger service from Nicoll Black to James Pritchett, MD(Residence) 1st Attempt- Unsuccessful. No one was there at his Residence. client matter:1008.0059. sec:Leigh Ann Martin. 10/7/16	75.00 ✓
Services ASAP Messenger service from Nicoll Black to James Pritchett's Office. (2nd attempt) client matter:1008.0059. sec:Leigh Ann Martin. 10/7/16	75.00 ✓
Services ASAP messenger service from Nicoll Black to Commerce Bank of WA. client matter:9999.0001. sec:lan. 10/11/16	37.50 ✓
Services ASAP messenger service from Nicoll Black to Breskin Johnson & Townsend PLLC. client matter:1319.0001. sec:Jeanett Hendricks. 10/18/16	37.50 ✓
Services ASAP messenger service from Nicoll Black to Peterson Wampold Rosato Luna Knopp. client matter:1277.0001. sec:lan. 10/31/16	37.50

✓

**INVOICE**

#INV020071

Inventus Solutions Inc dba Teris LLC
 500 W Madison St Ste 1210
 Chicago IL 60661-4602
 (312) 546-6580

10/30/2016

BILL TO:

Nicoll Black Misenti & Feig
 1325 Fourth Avenue, STE 1650
 Seattle WA 98101

Period of Service: Oct 2016**Client Matter (primary):** 1319.0001

TERMS	DUE DATE	CLASS	SALES REP	ORDERED BY	JOB NUMBER	CLIENT REF #
Net 30	11/29/2016	SEA - Seattle	Couden, Ronald P.	Jeanette Hendricks	SEA00009907 - 10/17/2016	1319.0001
ITEM DESCRIPTION	CLIENT MATTER	QUANTITY	RATE	AMOUNT		
Hard Drive	1319.0001	1	\$200.00	\$200.00		

Subtotal \$200.00

Tax Total \$19.20

Total \$219.20**WIRE INFORMATION**

Bank Name: BMO Harris Bank
Bank Address: 111 W. Monroe St.
 9th Floor East
 Chicago, IL 60603
Routing Number: 071000288
Account Number: 4233102
Account Name: Teris LLC
SWIFT/BIC Code:

REMIT TO:

Teris LLC
 P.O. Box 130114
 Dallas Texas 75313

Federal Tax ID# 46-3559853

If you have questions regarding this invoice, please contact your Sales Rep/Project Manager or email InventusBilling@inventus.com

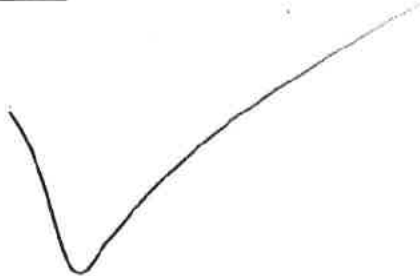


PAID
 10/30/2016

VISA ITEMIZATION

Name: Jeanette Hendricks- VISADate: 11/1/16 for stmt due 9/3/16

Date of Purchase				after if ble
7/13/16				
7/19/16	\$38.35	60 GB USB (thumb) drive for .wav files for production	Office Depot	1319.0001
7/19/16	18.62	60 GB USB (thumb) drive for .wav files for working copy	Office Depot	1319.0001
7/19/16	\$40.54	60 GB USB (thumb) drive for .wav files for working copy	Office Depo	1319.0001
TOTAL	\$ 97.51			

Approved: Date: 12/8/16

JEANETTE HENDRICKS
NICOLL BLACK FEIG

REDACTED

VISA

THE COMMERCE BANK
OF WASHINGTONAccount Number: #
Page 1

Account Summary

Billing Cycle
Days In Billing Cycle
Previous Balance
Purchases +
Cash +
Special +
Credits -
Payments -
Other Charges +
Finance Charges +

NEW BALANCE

Credit Summary

Total Credit Line
Available Credit Line
Available Cash
Amount Over Credit Line
Amount Past Due
Disputed Amount

Account Inquiries



Call us at: (866) 317-0355
Lost or Stolen Card: (866) 839-3485

Go to www.mycardstatement.com

Write us at PO BOX 30495, TAMPA, FL 33630-3495

Payment Summary

NEW BALANCE

MINIMUM PAYMENT

PAYMENT DUE DATE

NOTE: Grace period to avoid a finance charge on purchases, pay entire new balance by payment due date. Finance charge accrues on cash advances until paid and will be billed on your next statement.

Important Information About Your Account

FOR FRAUD PROTECTIONS COMING THIS SUMMER! TO FURTHER PROTECT YOU, YOU WILL BEGIN RECEIVING TEXTS AND/OR EMAILS THIS SUMMER ASKING YOU TO CONFIRM IF SUSPICIOUS PURCHASES ARE VALID OR NOT. WE WILL ONLY ASK YOU TO VERIFY IF YOU DID MAKE THE PURCHASE(S) OR NOT, WE WILL NOT ASK FOR ACCOUNT OR PERSONAL INFORMATION. KEEPING YOU PROTECTED IS IMPORTANT TO US AND WE ARE EXCITED TO OFFER THESE NEW ENHANCED SERVICES TO YOU!

Cardholder Account Summary

Trans Date	Post Date	Plan Name	Description	Amount
7/13	07/14	PBUS01	OFFICE DEPOT #2088 SEATTLE WA	\$38.35
7/19	07/21	PBUS01	OFFICE DEPOT #2088 SEATTLE WA	\$18.62
7/19	07/21	PBUS01	OFFICE DEPOT #2088 SEATTLE WA	\$40.54
7/19	07/21	PBUS01	OFFICE DEPOT #2088 SEATTLE WA	\$49.98
7/31	07/31		ACH PAYMENT - THANK YOU 2003163	

PLEASE DETACH COUPON AND RETURN PAYMENT USING THE ENCLOSED ENVELOPE - ALLOW UP TO 7 DAYS FOR RECEIPT

THE COMMERCE BANK
601 UNION STREET SUITE 3600
SEATTLE WA 98101-2365

THE COMMERCE BANK
OF WASHINGTON

Account Number
REDACTED

CHECK BOX TO INDICATE
NAME/ADDRESS CHANGE
ON BACK OF THIS COUPON ☐

AMOUNT OF PAYMENT ENCLOSED

Closing Date

New Balance

Total Minimum
Payment Due

Payment Due Date

JEANETTE HENDRICKS
NICOLL BLACK FEIG
1325 4TH AVE
SUITE 1650



646

MAKE CHECK PAYABLE TO:

THE COMMERCE BANK OF WASHINGTON